API Well Number: 43047519360000

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 3
AMENDED REPORT ☑

APPLICATION FOR PERMIT TO DRILL

1. WELL NAME and NUMBER Three Rivers 2-11-820	
2. TYPE OF WORK DRILL NEW WELL ◉ REENTER P&A WELL ○ DEEPEN WELL ○	**3. FIELD OR WILDCAT** WILDCAT
4. TYPE OF WELL Oil Well Coalbed Methane Well: NO	**5. UNIT or COMMUNITIZATION AGREEMENT NAME**
6. NAME OF OPERATOR AXIA ENERGY LLC	**7. OPERATOR PHONE** 720 746-5200
8. ADDRESS OF OPERATOR 1430 Larimer Ste 400, Denver, CO, 80202	**9. OPERATOR E-MAIL** rsatre@axiaenergy.com
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) ML-49318	**11. MINERAL OWNERSHIP** FEDERAL ○ INDIAN ○ STATE ◉ FEE ○
	12. SURFACE OWNERSHIP FEDERAL ○ INDIAN ○ STATE ◉ FEE ○
13. NAME OF SURFACE OWNER (if box 12 = 'fee')	**14. SURFACE OWNER PHONE (if box 12 = 'fee')**
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')	**16. SURFACE OWNER E-MAIL (if box 12 = 'fee')**
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')	**18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS** YES ○ (Submit Commingling Application) NO ◉
	19. SLANT VERTICAL ◉ DIRECTIONAL ○ HORIZONTAL ○

20. LOCATION OF WELL	FOOTAGES	QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN
LOCATION AT SURFACE	660 FNL 660 FWL	NWNW	2	8.0 S	20.0 E	S
Top of Uppermost Producing Zone	660 FNL 660 FWL	NWNW	2	8.0 S	20.0 E	S
At Total Depth	660 FNL 660 FWL	NWNW	2	8.0 S	20.0 E	S

21. COUNTY UINTAH	**22. DISTANCE TO NEAREST LEASE LINE (Feet)** 660	**23. NUMBER OF ACRES IN DRILLING UNIT** 40
	25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 0	**26. PROPOSED DEPTH** MD: 8709 TVD: 8709
27. ELEVATION - GROUND LEVEL 4789	**28. BOND NUMBER** LPM9046682	**29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE** 49-2262 - RNI at Green River

Hole, Casing, and Cement Information

String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement	Sacks	Yield	Weight
SURF	12.25	9.625	0 - 900	36.0	J-55 LT&C	8.7	Class G	340	1.17	15.8
PROD	7.875	5.5	0 - 8709	17.0	N-80 LT&C	9.2	Premium Lite High Strength	283	3.38	11.0
							Premium Lite High Strength	1000	1.97	13.0

ATTACHMENTS

VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES

☑ **WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER**	☑ **COMPLETE DRILLING PLAN**
☑ **AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)**	☐ **FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER**
☐ **DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)**	☑ **TOPOGRAPHICAL MAP**

NAME Don Hamilton	**TITLE** Permitting Agent (Buys & Associates, Inc)	**PHONE** 435 719-2018
SIGNATURE	**DATE** 09/02/2011	**EMAIL** starpoint@etv.net

API NUMBER ASSIGNED
43047519360000

APPROVAL

Permit Manager

RECEIVED: November 22, 2011

DRILLING PLAN

Axia Energy
Three Rivers #2-11-820
NWNW Sec 2 T8S R20E
Uintah County, Utah

1. ESTIMATED FORMATION TOPS

FORMATION		TOP	COMMENTS
Uinta		Surface	Possible H_2O
Green River		3,000′	Degraded Oil & Associated Gas w/ H2O
Lwr Green River-G Gulch*		4,905′	Oil & Associated Gas
Wasatch*		6,822′	Oil & Associated Gas
TD	8,709′ (MD)	8,709′ (TVD)	

NOTE: Datum, Ground Level (GL) Elevation: 4,789′; Asterisks (*) denotes target pay intervals

A) The State of Utah, Division of Oil, Gas and Mining will be notified within 24 hours of spudding the well.

2. CASING PROGRAM

CASING	HOLE SIZE	DEPTH SET (MD)	CSG SIZE	WGHT	GRD	THRD	CAPACITY (bbl/ft)
CONDUCTOR		50-75	20″				
SURFACE	12 ¼″	900′	9 ⅝″	36#	J-55	LTC	0.0773
PRODUCTION	7 ⅞″	8,709′	5 ½″	17#	N-80	LTC	0.0232

NOTE: All casing depth intervals are to surface unless otherwise noted.

Casing Specs

SIZE (in)	ID (in)	DRIFT DIA (in)	COLLAPSE RESISTANCE (psi)	INTERNAL YIELD (psi)	TENSILE YIELD (lbs)	JOINT STRENGTH (lbs)
9 ⅝″	8.921	8.765	2,020	3,520	564,000	394,000
5 ½″	4.892	4.767	6,280	7,740	397,000	348,000

A) The State of Utah will be notified 24 hours prior to running casing, cementing, and BOPE testing

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FLOAT EQUIPMENT

SURFACE (9 ⅝): Float Shoe, 1 JNT Casing, Float Collar

Centralizers: 1st 4 Joints: every joint
Remainder: every third joint

PRODUCTION (5 ½): Float Shoe, 1 JNT Casing, Float Collar

Centralizers: 1st 4 Joints: every joint
Remainder: every third joint 500' into surface casing

NOTE: 5 ½" 17# N-80 or equivalent marker collar or casing joints will be placed approximately at the top of the Green River & Wasatch Formations.

3. CEMENT PROGRAM

CONDUCTOR (13 ⅜): Ready Mix – Cement to surface

SURFACE (9 ⅝): Cement Top: Surface

Slurry: 340 sacks Class G Cement + 0.027% bwoc Static Free + 2% bwoc Calcium Chloride + 0.25 lbs/sack Cello Flake + 44.3% Fresh Water

NOTE: The above volumes are based on a gauge-hole + 30% excess. Should any fall back of cement be witnessed, the casing will be cemented to surface with 1" pipe from the surface.

PRODUCTION (5 ½): Cement Top: Surface

Lead: 11.0 ppg – 957 cu ft – 3.38 yield - 283 sacks Premium Lite II Cement + 0.05 lbs/sack Static Free + 0.2% bwoc R-3 + 3% bwow Potassium Chloride + 0.25 lbs/sack Cello Flake + 5 lbs/sack Kol-Seal + 10% bwoc Bentonite + 0.5% bwoc Sodium Metasilicate + 196.7% Fresh Water

Tail: 13.0 ppg – 1970 cu ft – 1.97 yield - 1000 sacks Premium Lite II High Strength + 0.05 lbs/sack Static Free + 0.4% bwoc R-3 + 3% bwow Potassium Chloride + 0.25 lbs/sack Cello Flake + 5 lbs/sack Kol-Seal + 0.7% bwoc FL-25 + 92.7% Fresh Water

NOTE: The above volumes are based on a gauge-hole + 30% excess. Caliper + 30% will be utilized in final cement volume calculations.

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4. PRESSURE CONTROL EQUIPMENT

A) The State of Utah, Division of Oil, Gas and Mining will be notified 24 hours prior to all BOPE pressure tests.

B) The BOPE shall be closed whenever the well is unattended.

C) BOPE Testing:

a) BOPE shall be pressure tested when initially installed, whenever any seal subject to pressure testing is broken, or after repairs.

b) All BOP tests will be performed with a test plug in place.

c) BOP will be tested to full stack working pressure and annular preventer to 50% stack working pressure.

INTERVAL	BOP EQUIPMENT
0 – 900'	13 ⅝ Diverter with Rotating Head
900' – TD	3,000# Ram Double BOP & Annular with Diverter & Rotating Head

NOTE: Drilling spool to accommodate choke and kill lines.

5. MUD PROGRAM

A) Mud test will be performed at least every 24 hours and after mudding up to determine density, viscosity, gel strength, filtration, and pH.

B) Gas-detecting equipment will be installed and operated in the mud-return system from top of Green River Formation to TD.

a) Flare line discharge will be located no less than 100 feet from the wellhead using straight or targeted 'T's and anchors.

INTERVAL	MUD WGHT	VISC	FLUID LOSS	COMMENTS
SURF – 900' ±	8.4 – 8.7 ppg	32	NC	Spud Mud
900' – TD	8.6 – 9.2 ppg	40	NC	Potassium/Gel

NOTE: Mud weight increases will be dictated by hole conditions.

6. ABNORMAL CONDITIONS

A) No abnormal pressures or temperatures are anticipated.

a) Estimated bottom hole pressure at TD will be approximately 3,789 psi (normal pressure gradient: 0.433 psi/ft).

b) Estimated maximum surface pressure will be approximately 1,864 psi (estimated bottom hole minus pressure of partially evacuated hole (gradient: 0.220 psi/ft)).

B) No hydrogen sulfide is anticipated.

INTERVAL	CONDITION
SURF – 900'	Lost Circulation Possible
900' – TD	Lost Circulation Possible

RECEIVED: September 02, 2011

7. AUXILIARY EQUIPMENT

A) Choke Manifold

B) Upper and lower kelly cock with handle available

C) Stabbing valve

D) Safety valve and subs to fit all string connections in use

8. SURVEY & LOGGING PROGRAMS

A) Cores: None anticipated.

B) Testing: None anticipated.

C) Open Hole Logs: TD to top of Green River Formation: resistivity, neutron density, gamma ray and caliper.

D) Mud Logs: Computerized un-manned - record and monitor gas shows and record drill times (normal mud logging duties).

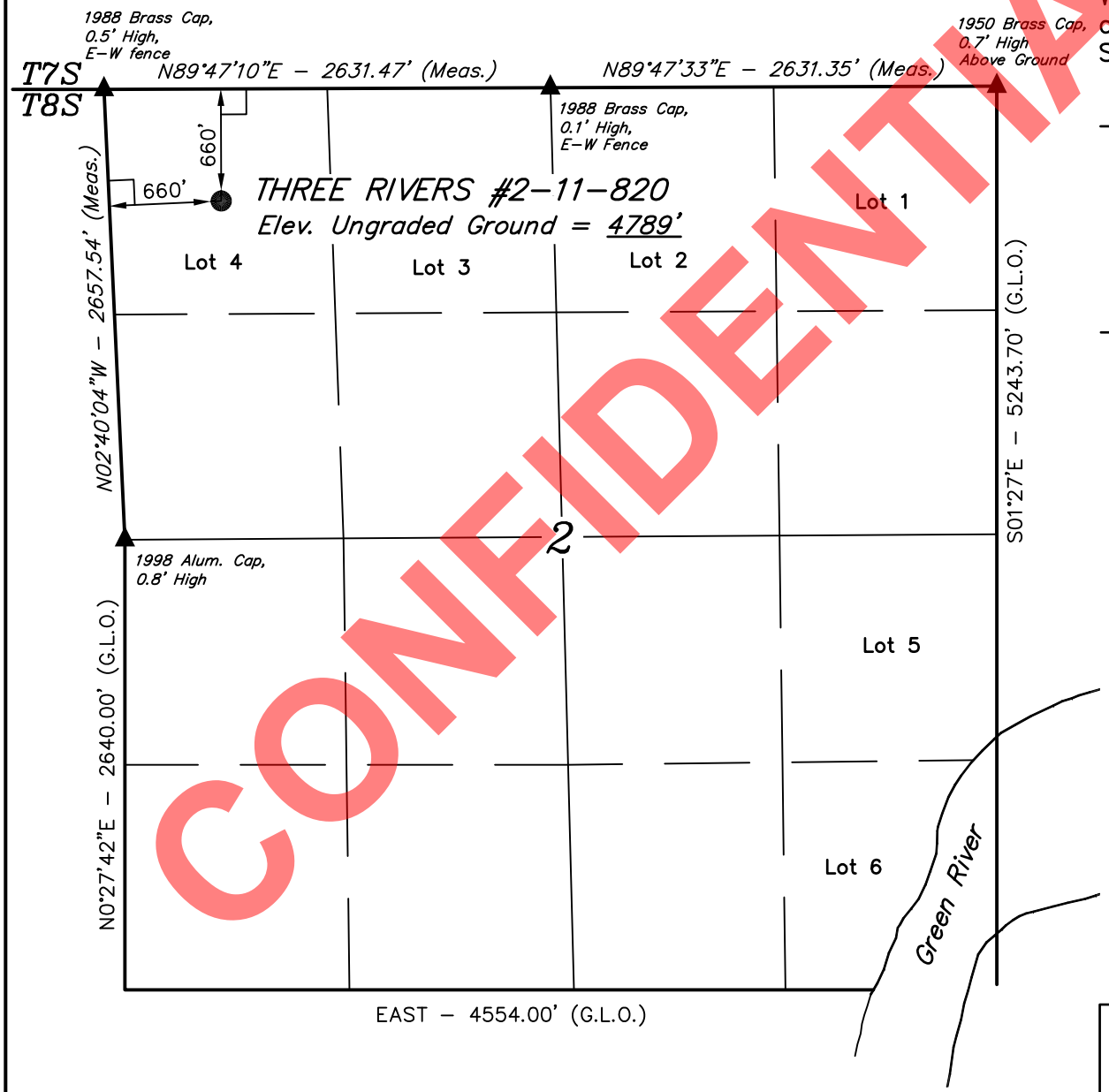
9. HAZARDOUS MATERIALS

In accordance with Superfund Amendments and Reauthorization Act of 1986 (SARA) Title III, no chemicals subject to reporting in an amount equal to or greater than 10,000 pounds will be used, produced, stored, transported, or disposed of annually in association with the drilling of this well. Furthermore, no extremely hazardous substances, as defined in 40 CFR 355, in threshold planning quantities (TPQ), will be used, produced, stored, transported, or disposed of in association with the drilling of this well.

RECEIVED: September 02, 2011

API Well Number: 43047519360000

T8S, R20E, S.L.B.&M.



AXIA ENERGY

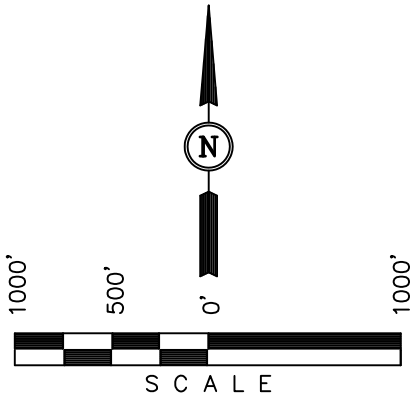
Well location, THREE RIVERS #2-11-820, located as shown in LOT 4 of Section 2, T8S, R20E, S.L.B.&M., Uintah County, Utah.

BASIS OF ELEVATION

BENCH MARK (38EAM) LOCATED IN THE SW 1/4 OF SECTION 9, T7S, R20E, S.L.B.&M. TAKEN FROM THE PELICAN LAKE, QUADRANGLE, UTAH, UINTAH COUNTY, 7.5 MINUTE QUAD (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 4942 FEET.

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

08-10-11

(NAD 83)
LATITUDE = 40°09'26.43" (40.157342)
LONGITUDE = 109°38'34.35" (109.642875)
(NAD 27)
LATITUDE = 40°09'26.56" (40.157378)
LONGITUDE = 109°38'31.85" (109.642181)

LEGEND:

- = 90° SYMBOL
- = PROPOSED WELL HEAD.
- = SECTION CORNERS LOCATED.

UINTAH ENGINEERING & LAND SURVEYING
85 SOUTH 200 EAST – VERNAL, UTAH 84078
(435) 789-1017

SCALE: 1" = 1000'	DATE SURVEYED: 07-14-11	DATE DRAWN: 07-26-11
PARTY: C.R. A.W. K.O.	REFERENCES: G.L.O. PLAT	
WEATHER: WARM	FILE: AXIA ENERGY	

RECEIVED: September 02, 2011

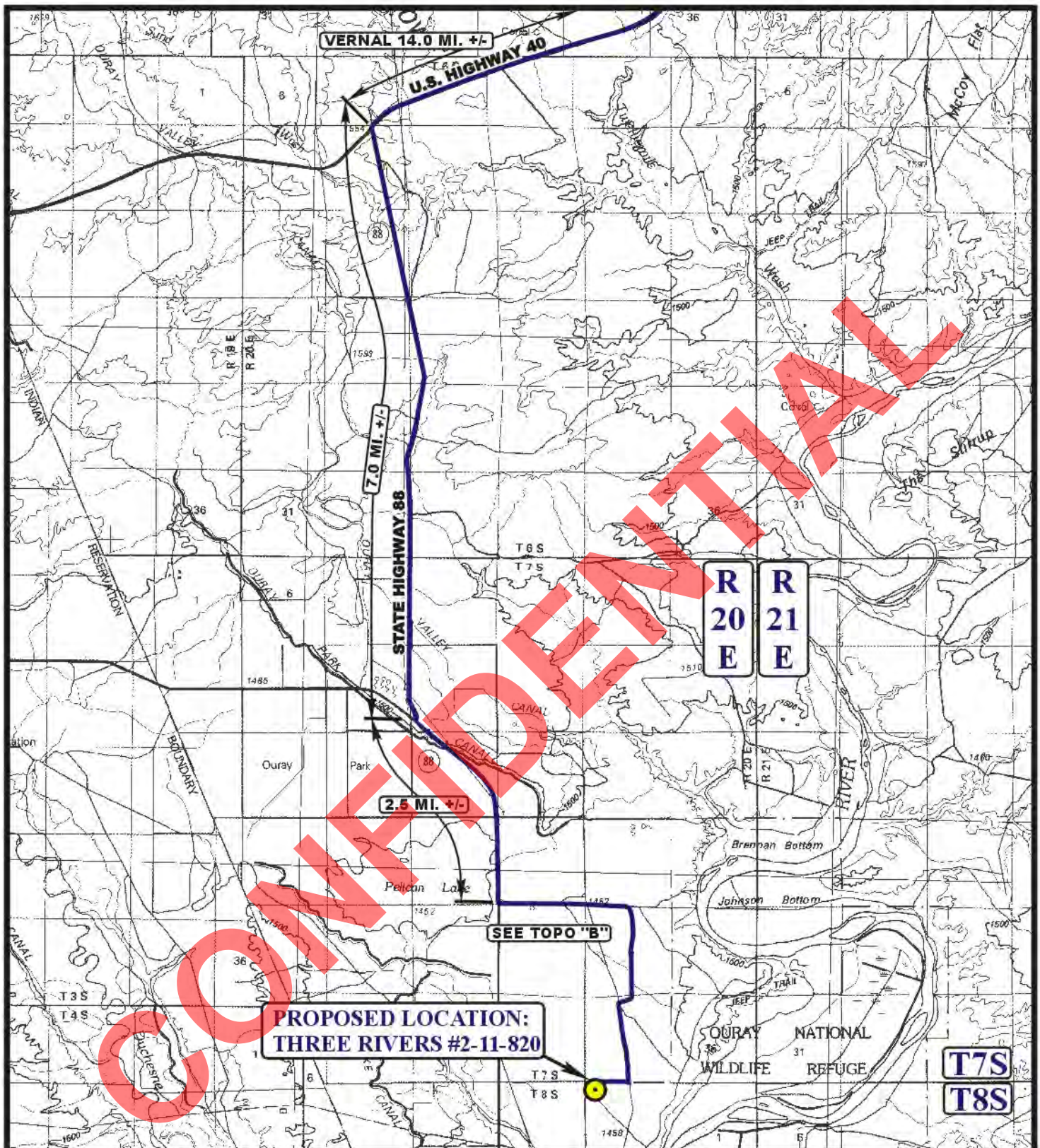
AXIA ENERGY
THREE RIVERS #2-11-820
SECTION 2, T8S, R20E, S.L.B.&M.

PROCEED IN A WESTERLY DIRECTION FROM VERNAL, UTAH ALONG U.S. HIGHWAY 40 APPROXIMATELY 14.0 MILES TO THE JUNCTION OF THIS ROAD AND STATE HIGHWAY 88; EXIT LEFT AND PROCEED IN A SOUTHERLY DIRECTION APPROXIMATELY 7.0 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE SOUTHEAST; TURN LEFT AND PROCEED IN A SOUTHEASTERLY, THEN SOUTHERLY DIRECTION APPROXIMATELY 2.5 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE EAST; TURN LEFT AND PROCEED IN AN EASTERLY DIRECTION APPROXIMATELY 1.5 MILES TO THE JUNCTION OF THIS ROAD AND AN EXISTING ROAD TO THE SOUTH; TURN RIGHT AND PROCEED IN A SOUTHERLY DIRECTION APPROXIMATELY 0.6 MILES TO THE BEGINNING OF THE PROPOSED ACCESS FOR THE THREE RIVERS #36-11-720 TO THE SOUTH; FOLLOW ROAD FLAGS IN A SOUTHERLY, THEN WESTERLY, THEN SOUTHERLY DIRECTION APPROXIMATELY 8,445' TO THE BEGINNING OF THE PROPOSED ACCESS ROAD TO THE WEST; FOLLOW ROAD FLAGS IN A WESTERLY, THEN SOUTHWESTERLY DIRECTION APPROXIMATELY 2,583' TO THE PROPOSED LOCATION.

TOTAL DISTANCE FROM VERNAL, UTAH TO THE PROPOSED WELL LOCATION IS APPROXIMATELY 27.6 MILES.

RECEIVED: September 02, 2011

API Well Number: 43047519360000



LEGEND:

PROPOSED LOCATION

N

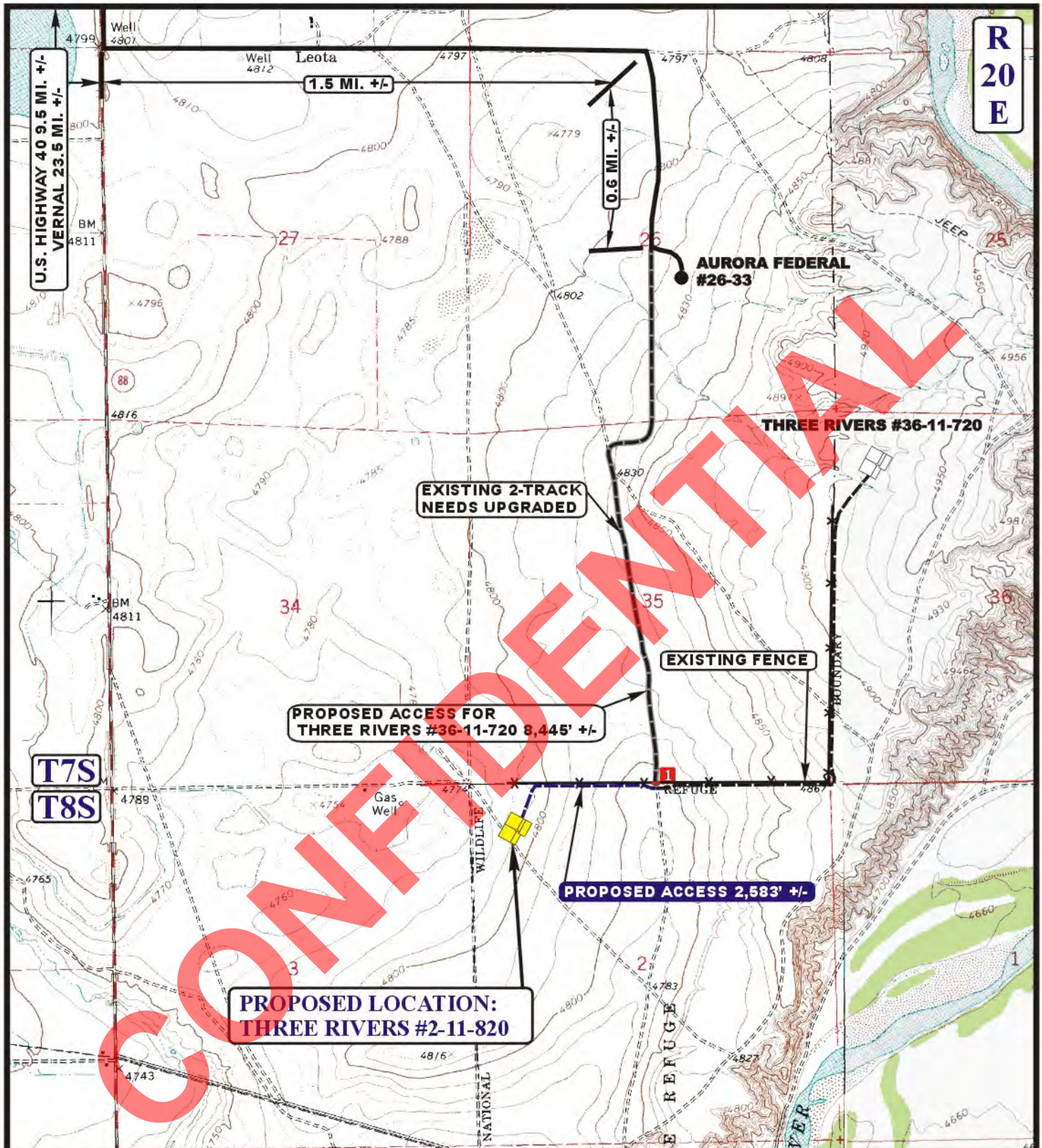
AXIA ENERGY

THREE RIVERS #2-11-820
SECTION 2, T8S, R20E, S.L.B.&M.
660' FNL 660' FWL

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

ACCESS ROAD MAP | 08 MONTH | 01 DAY | 11 YEAR | A TOPO

SCALE: 1:100,000 | DRAWN BY: C.I. | REVISED: 00-00-00



LEGEND:

EXISTING ROAD
PROPOSED ACCESS ROAD
EXISTING 2-TRACK NEEDS UPGRADED

1 INSTALL GATE

N

AXIA ENERGY

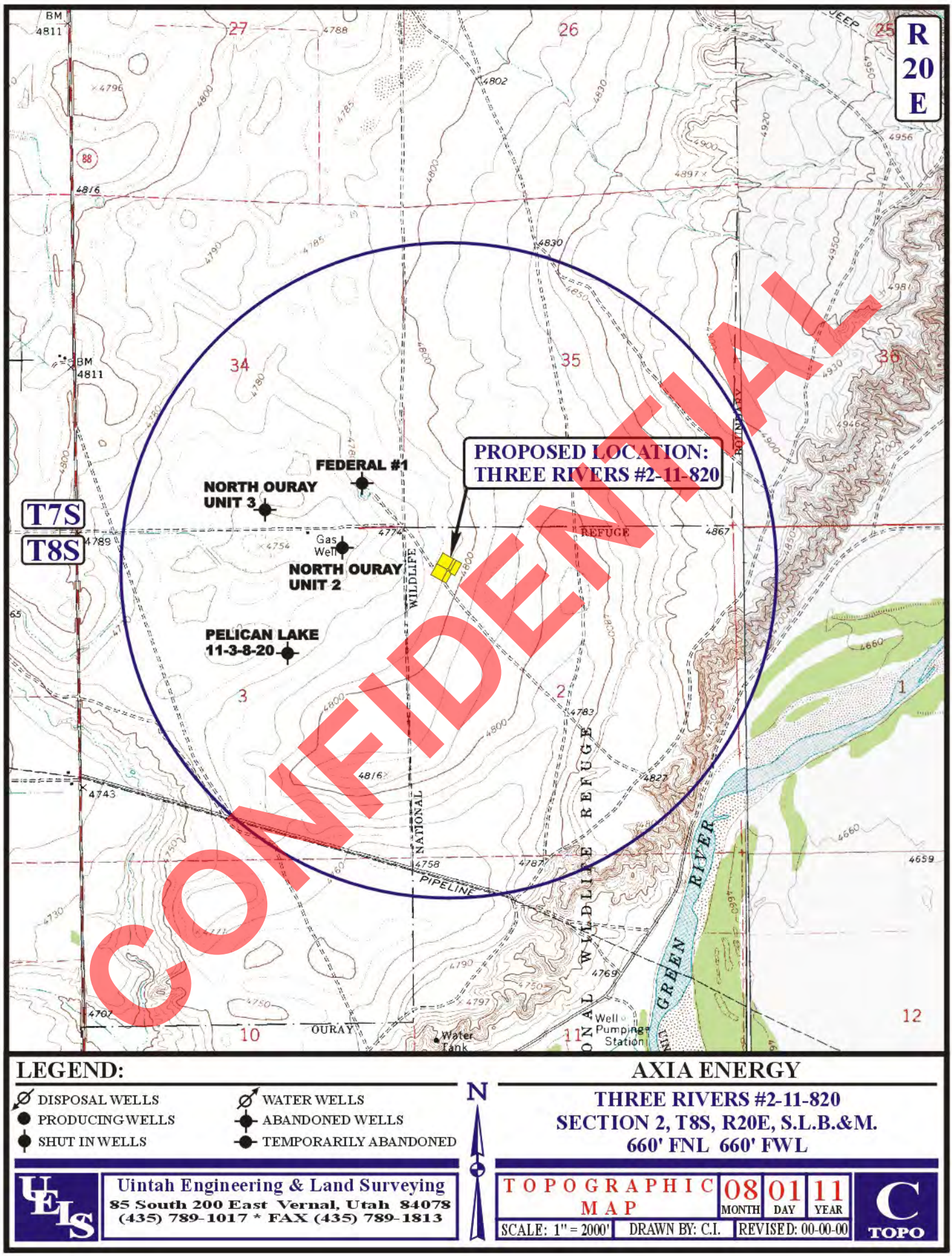
THREE RIVERS #2-11-820
SECTION 2, T8S, R20E, S.L.B.&M.
660' FNL 660' FWL

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

ACCESS ROAD MAP | 08 MONTH | 01 DAY | 11 YEAR | B TOPO

SCALE: 1" = 2000' | DRAWN BY: C.I. | REVISED: 00-00-00

API Well Number: 43047519360000



LEGEND:

- DISPOSAL WELLS
- PRODUCING WELLS
- SHUT IN WELLS
- WATER WELLS
- ABANDONED WELLS
- TEMPORARILY ABANDONED

N

AXIA ENERGY

THREE RIVERS #2-11-820
SECTION 2, T8S, R20E, S.L.B.&M.
660' FNL 660' FWL

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

TOPOGRAPHIC MAP | 08 MONTH | 01 DAY | 11 YEAR

SCALE: 1" = 2000' | DRAWN BY: C.I. | REVISED: 00-00-00

C TOPO

AFFIDAVIT OF MEMORANDUM OF UNDERSTANDING

I, Tab McGinley, Affiant, being duly sworn depose and say:

THAT, I am the Vice President of Land for Axia Energy, LLC, a Delaware limited liability corporation authorized to do business in Utah (hereinafter referred to as "Axia"), 1430 Larimer Street, Suite 400, Denver, CO 80202. Axia owns, operates and manages oil and gas interests in the State of Utah including the lands described below located in Uintah County, Utah.

WHEREAS, on October 3, 2006, Axia, as successor in interest to Stonegate Resources, LLC by virtue of that certain Assignment and Bill of Sale effective as of April 1, 2011 and recorded at Book 1233, Page 799 of the Uintah County records, entered into a certain Memorandum of Understanding between and among Stonegate Resources, LLC, The U.S. Department of Interior, Fish and Wildlife Service, and the Utah State Institutional and Trust Lands Administration for Surface Use and Access (hereinafter referred to as "MOU") to conduct oil and gas exploration and production activities on the following lands located in Uintah County, Utah, under the terms and conditions provided under the MOU.

Township 7 South, Range 20 East

Section 36: All

Township 8 South, Range 20 East

Section 2: All

WHEREAS, a complete copy of the MOU duly executed by the above named parties is on file at Axia's offices.

NOW THEREFORE, Axia is filing this Affidavit of Memorandum of Understanding providing notice that an agreement has been executed and is currently in full force and effect.

Further Affiant sayeth not.

Subscribed and sworn to before me this 31st day of August, 2011.

Tab McGinley, Vice President of Land

STATE OF COLORADO)
} ss
COUNTY OF DENV ER)

The foregoing instrument was acknowledged before me by Tab McGinley, Vice President of Land, this 31st day of August, 2011.

Notary Public

Notary Seal: MARCI A. WINSTON NOTARY PUBLIC STATE OF COLORADO

My Commission Expires 7/6/13

API Well Number: 43047519360000

BOP Equipment

3000psi WP

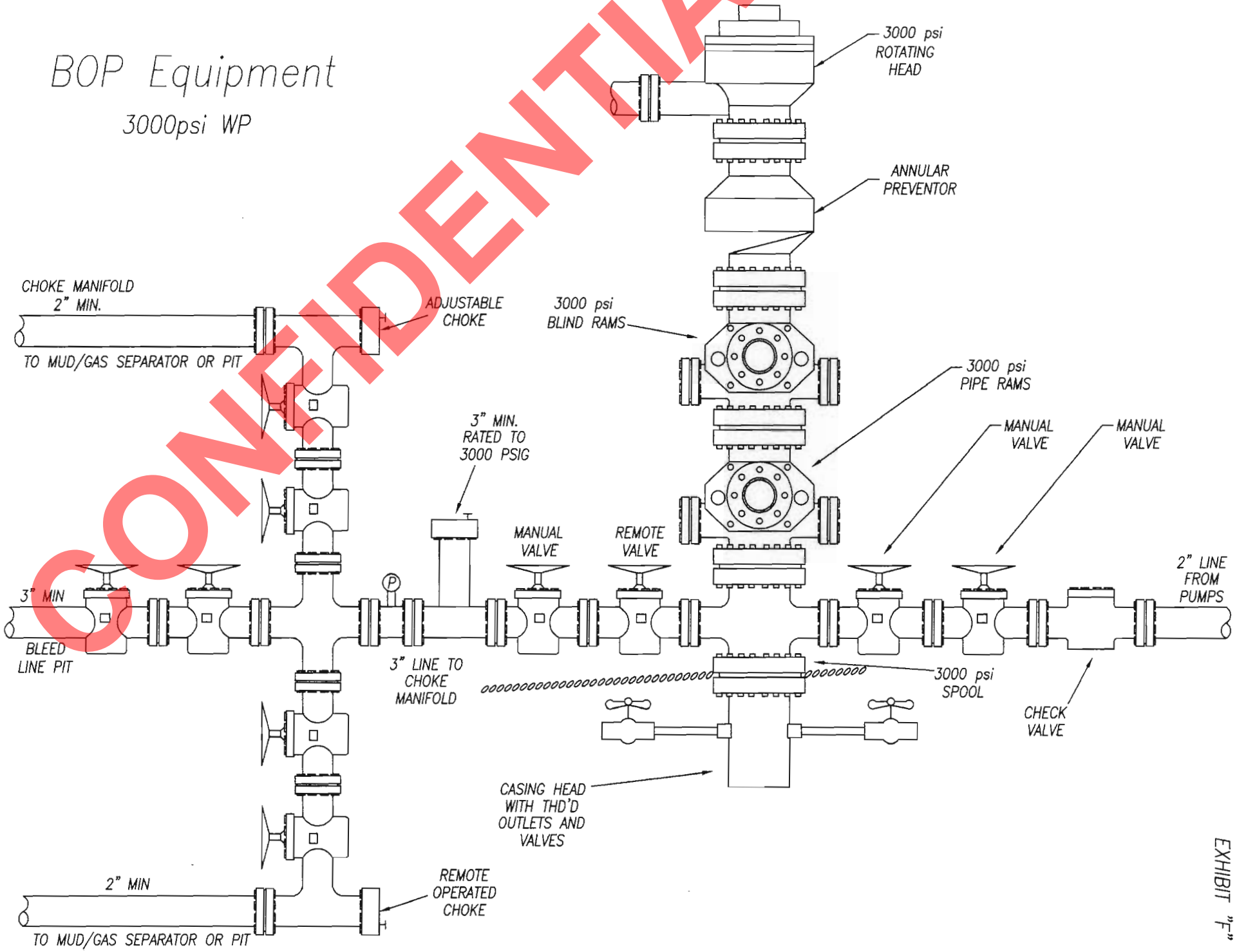


EXHIBIT "F"

RECEIVED: September 02, 2011

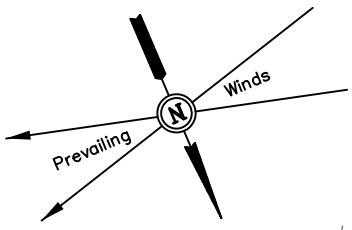
API Well Number: 43047519360000

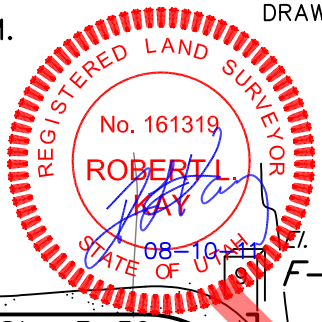
AXIA ENERGY

LOCATION LAYOUT FOR

THREE RIVERS #2-11-820
SECTION 2, T8S, R20E, S.L.B.&M.
660' FNL 660' FWL

FIGURE #1
SCALE: 1" = 60'
DATE: 07-27-11
DRAWN BY: K.O.





NOTE:
Flare Pit is to be located a min. of 100' from the Well Head.

El. 91.3'
C-3.7'

El. 87.3'
F-0.3'

El. 80.6'
F-7.0'

Sta. 3+50

Round Corners as Needed

Approx. Top of Cut Slope

Pit Topsoil

Flare Pit

El. 92.8'
C-5.2'

El. 90.5'
C-2.9'

El. 95.5'
C-17.9'
(Btm. Pit)

C-1.0'
El. 88.6'

El. 83.1'
F-4.5'

Sta. 1+70

RESERVE PITS
(10' Deep)

El. 90.2'
C-2.6'

Cut/Fill Transition Line

Reserve Pit Backfill & Spoils Stockpile

10' WIDE BENCH

1 1/2:1 Slope

Topsoil Stockpile

Total Pit Capacity
W/2' of Freeboard
= 20,750 Bbls.±
Total Pit Volume
= 5,690 Cu. Yds

Sta. 0+70

Approx. Toe of Fill Slope

Sta. 0+00

El. 94.2'
C-16.6'
(Btm. Pit)

El. 89.0'
C-1.4'

El. 87.0'
F-0.6'

El. 82.6'
F-5.0'

Proposed Access Road

Elev. Ungraded Ground At Loc. Stake = 4788.6'
FINISHED GRADE ELEV. AT LOC. STAKE = 4787.6'

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

RECEIVED: September 02, 2011

AXIA ENERGY

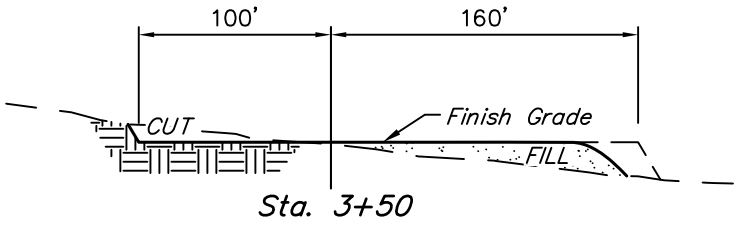
TYPICAL CROSS SECTIONS FOR

THREE RIVERS #2-11-820
SECTION 2, T8S, R20E, S.L.B.&M.
660' FNL 660' FWL

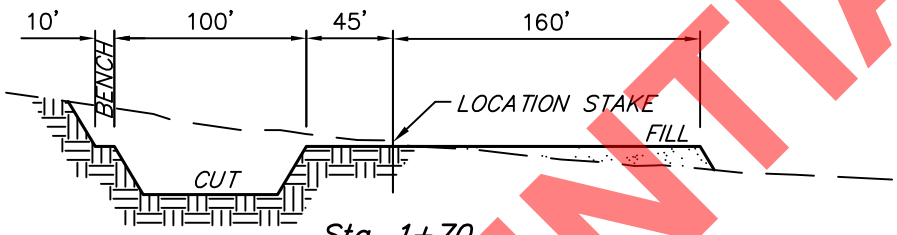
FIGURE #2

1" = 40'
X-Section Scale
1" = 100'
DATE: 07-27-11
DRAWN BY: K.O.

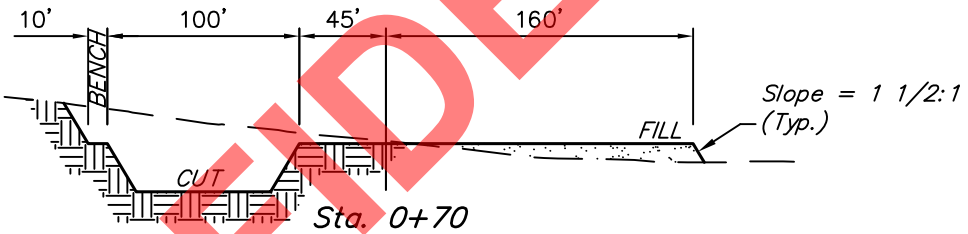
REGISTERED LAND SURVEYOR
No. 161319
ROBERT L. KAY
08-10-11
STATE OF UTAH



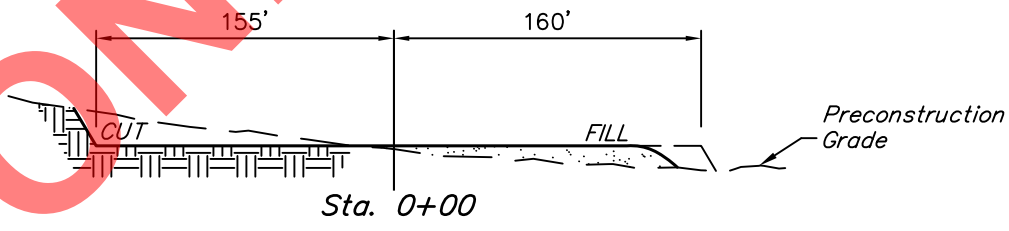
Sta. 3+50



Sta. 1+70



Sta. 0+70



Sta. 0+00

NOTE:
Topsoil should not be Stripped Below Finished Grade on Substructure Area.

APPROXIMATE ACREAGES

WELL SITE DISTURBANCE = ± 3.194 ACRES
ACCESS ROAD DISTURBANCE = ± 1.779 ACRES
TOTAL = ± 4.973 ACRES

* *NOTE:*
FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

(6") Topsoil Stripping	=	*2,160* Cu. Yds.
Remaining Location	=	*11,530* Cu. Yds.
TOTAL CUT	=	*13,690* CU.YDS.
FILL	=	*7,190* CU.YDS.

EXCESS MATERIAL	=	*6,500* Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	=	*5,010* Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation)	=	*1,490* Cu. Yds.

UINTAH ENGINEERING & LAND SURVEYING
*85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017*

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AXIA ENERGY

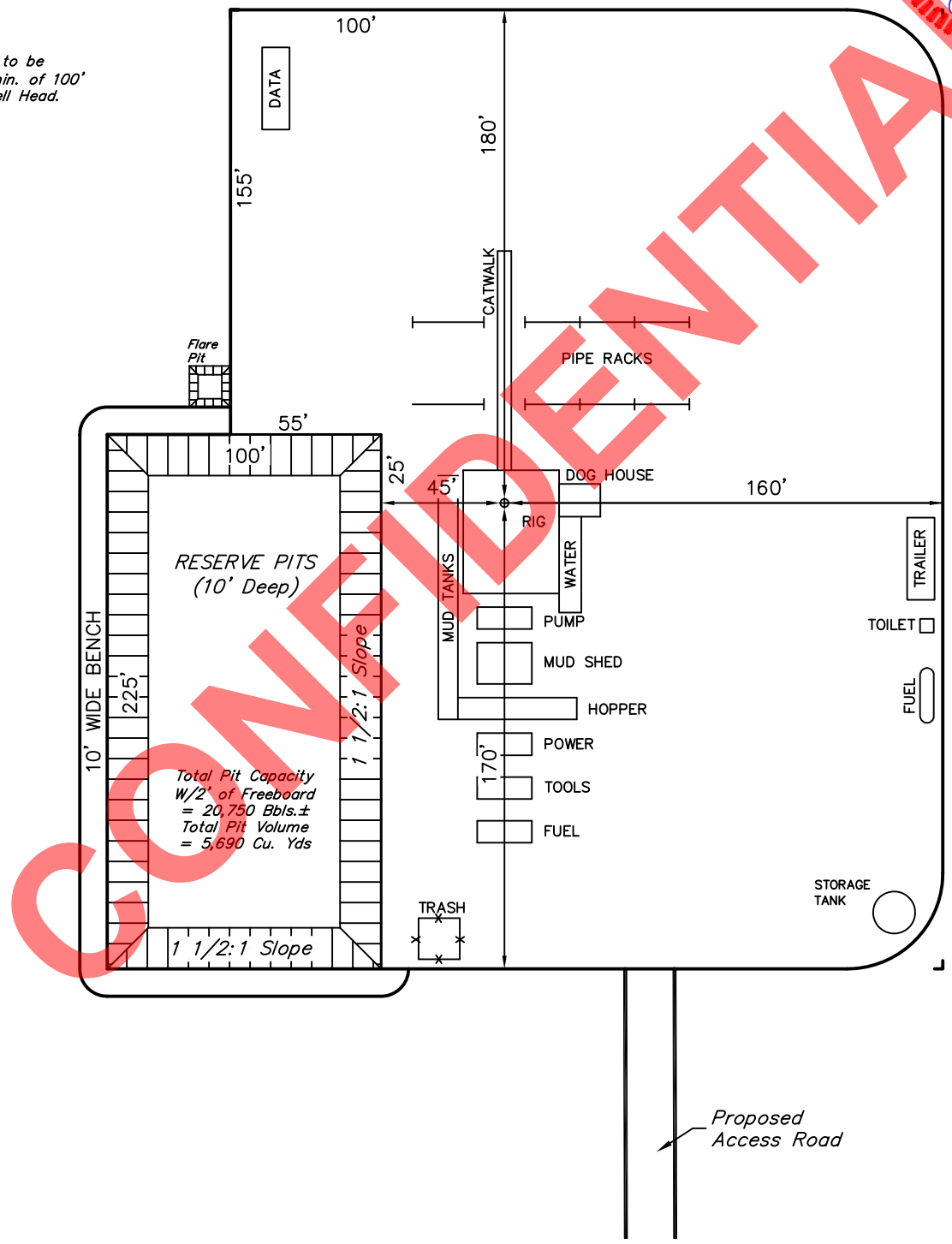
TYPICAL RIG LAYOUT FOR

THREE RIVERS #2-11-820
SECTION 2, T8S, R20E, S.L.B.&M.
660' FNL 660' FWL

FIGURE #3
SCALE: 1" = 60'
DATE: 07-27-11
DRAWN BY: K.O.

REGISTERED LAND SURVEYOR
No. 161319
ROBERT L. KAY
STATE OF UTAH
08-10-11

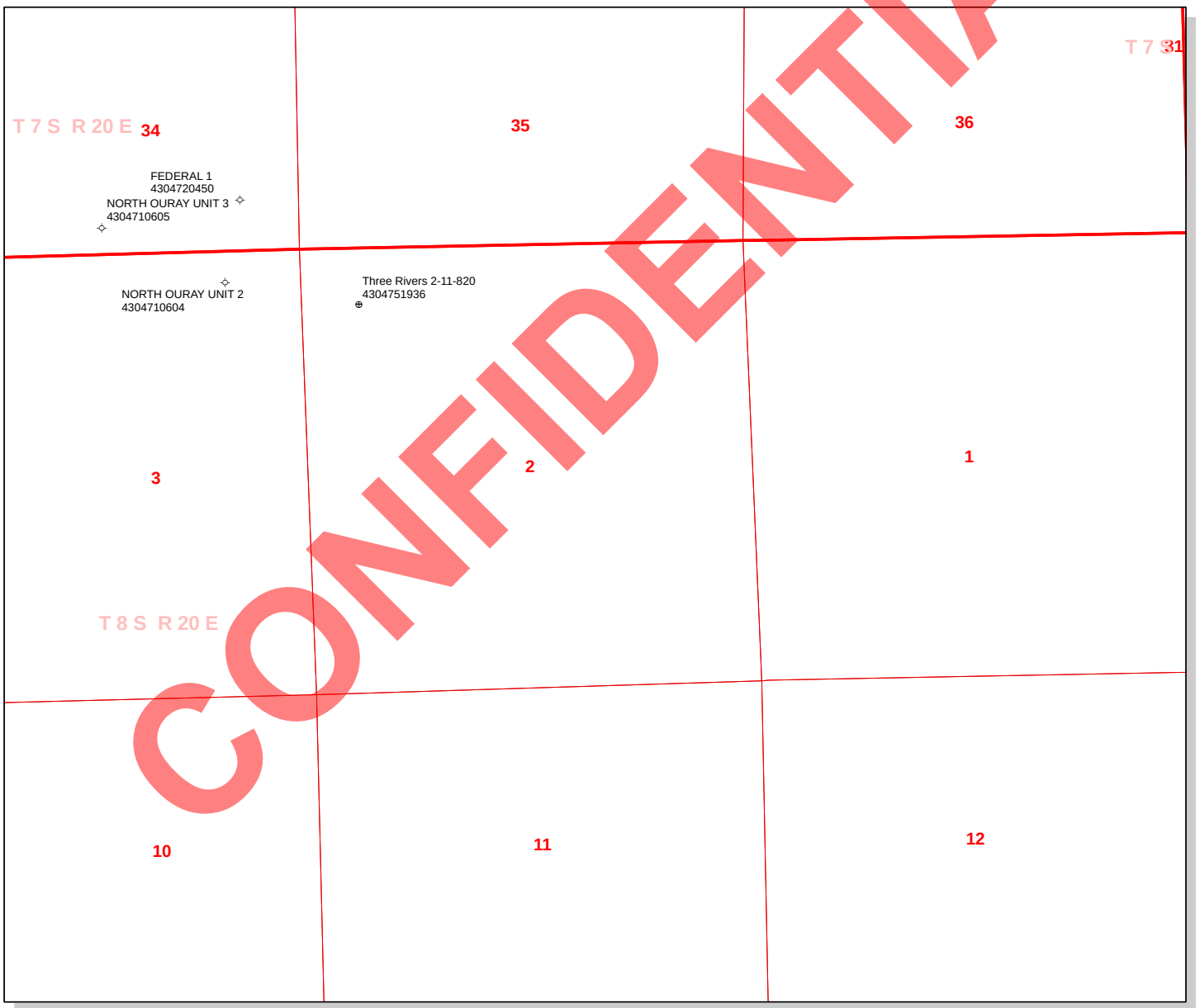
NOTE:
Flare Pit is to be located a min. of 100' from the Well Head.



UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

RECEIVED: September 02, 2011

API Well Number: 43047519360000



API Number: 4304751936

Well Name: Three Rivers 2-11-820

Township T0.8 . Range R2.0 . Section 02

Meridian: SLBM

Operator: AXIA ENERGY LLC

Map Prepared:
Map Produced by Diana Mason

Units
STATUS
ACTIVE
EXPLORATORY
GAS STORAGE
NF PP OIL
NF SECONDARY
PI OIL
PP GAS
PP GEOTHERML
PP OIL
SECONDARY
TERMINATED

Fields
STATUS
Unknown
ABANDONED
ACTIVE
COMBINED
INACTIVE
STORAGE
TERMINATED
Sections
Township

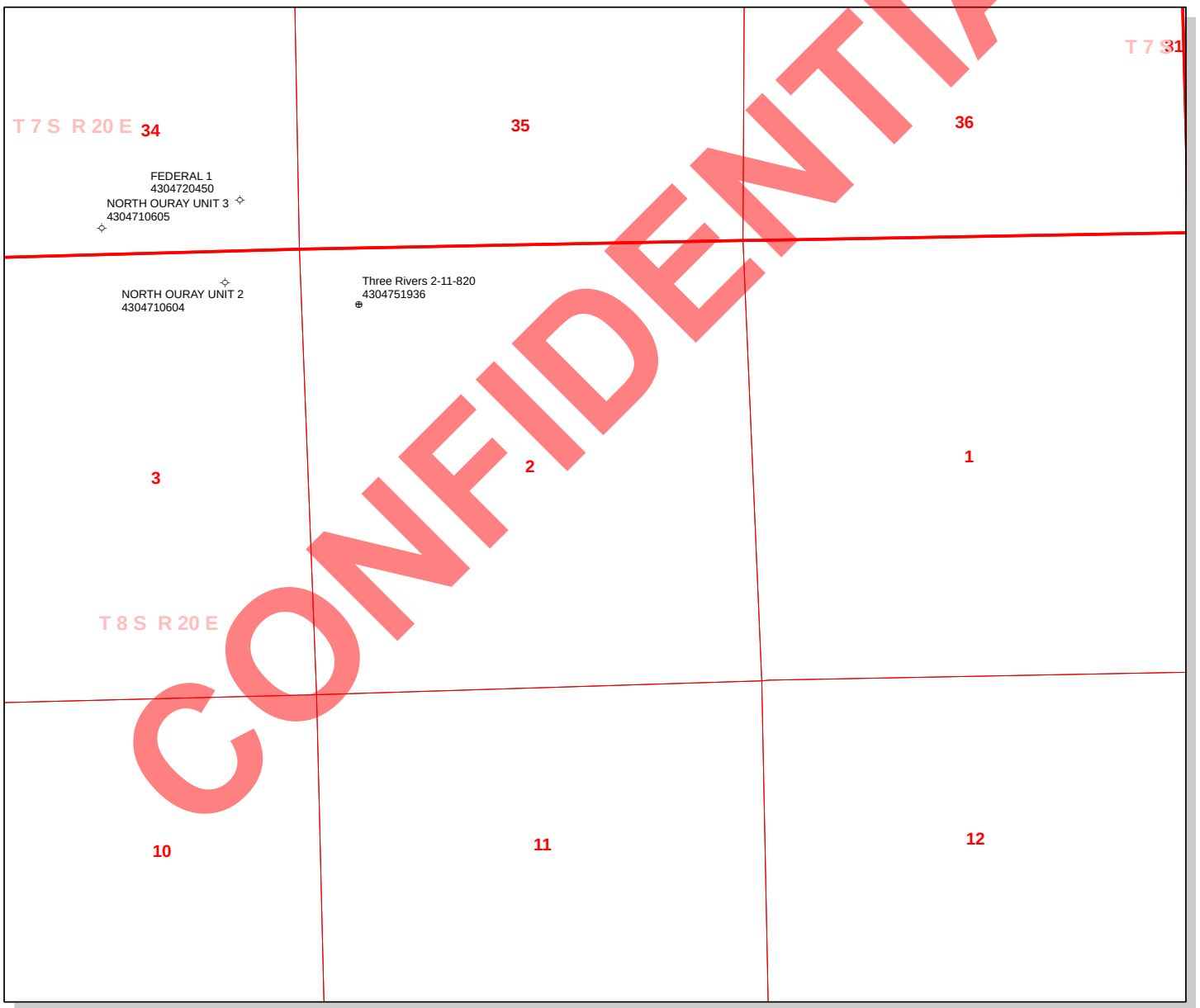
Wells Query
Status
APD - Aproved Permit
DRL - Spuded (Drilling Commenced)
GIW - Gas Injection
GS - Gas Storage
LA - Location Abandoned
LOC - New Location
OPS - Operation Suspended
PA - Plugged Abandoned
PGW - Producing Gas Well
POW - Producing Oil Well
RET - Returned APD
SGW - Shut-in Gas Well
SOW - Shut-in Oil Well
TA - Temp. Abandoned
TW - Test Well
WDW - Water Disposal
WIW - Water Injection Well
WSW - Water Supply Well

1,600 800 0 1,600 Feet

1:14,707

RECEIVED: September 06, 2011

API Well Number: 43047519360000



API Number: 4304751936

Well Name: Three Rivers 2-11-820

Township T0.8 . Range R2.0 . Section 02

Meridian: SLBM

Operator: AXIA ENERGY LLC

Map Prepared:
Map Produced by Diana Mason

Units
STATUS
ACTIVE
EXPLORATORY
GAS STORAGE
NF PP OIL
NF SECONDARY
PI OIL
PP GAS
PP GEOTHERML
PP OIL
SECONDARY
TERMINATED

Fields
STATUS
Unknown
ABANDONED
ACTIVE
COMBINED
INACTIVE
STORAGE
TERMINATED
Sections
Township

Wells Query
Status
APD - Aproved Permit
DRL - Spuded (Drilling Commenced)
GIW - Gas Injection
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RET - Returned APD
SGW - Shut-in Gas Well
SOW - Shut-in Oil Well
TA - Temp. Abandoned
TW - Test Well
WDW - Water Disposal
WIW - Water Injection Well
WSW - Water Supply Well

1,600 800 0 1,600 Feet

1:14,707

RECEIVED: September 06, 2011

From: Jim Davis
To: Mason, Diana
CC: Bonner, Ed; Garrison, LaVonne; Hill, Brad; Powell, Richard
Date: 9/14/2011 1:56 PM
Subject: Re: Fwd: Axia Energy LLC APD's

Please do, Diana. SITLA owns the surface (and minerals) and has leased the surface to the DOI- Fish and Wildlife Service. That surface-use lease has some stipulations that preserves SITLA's right to lease the minerals and protects the right of mineral lessees to utilize the surface for the purposes of mineral exploration and development. I think it would be appropriate for Axia to amend the APD to show that the surface is STATE. Would that correction be for SITLA or DOGM to pursue?
-Jim

>>> Diana Mason 9/14/2011 1:30 PM >>>
Ed/Jim:

Since the operator has FEE as the surface owner and listed Ouray National Wildlife Refuge on this APD, did you still want me to send this APD to you?

>>> Richard Powell 9/14/2011 1:25 PM >>>
Diana,

My maps indicate that SITLA is the surface owner of the two Axia sites. I called Ed Boner and he confirmed SITLA's ownership of these sections.

However, the APD says fee ownership and lists the owner as Ouray National Wildlife Refuge. Ed said there is some sort of lease agreement between the two agencies.

I just wanted to let you know in case this must be straightened out in the paperwork.

Richard J Powell
Utah Division of Oil, Gas & Mining
Roosevelt Field Office
30 W. 425 S. (330-11)
Roosevelt, UT 84066-3703
office: (435) 722-3417
cell: (435) 790-6145

RECEIVED: September 14, 2011

State of Utah

GARY R. HERBERT
Governor

GREG BELL
Lieutenant Governor

Office of the Governor

PUBLIC LANDS POLICY COORDINATION

JOHN HARJA
Director

September 20, 2011

Diana Mason
Petroleum Specialist
Department of Natural Resources, Division of Oil Gas and Mining
1594 West North Temple, Suite 1210
P.O. Box 145801
Salt Lake City, UT 84114-5801

Subject: Application for Permit to Drill
Section 2, T8.0S, R20.0E; Uintah County
RDCC Project Number 28487

Dear Ms. Mason:

The State of Utah, through the Public Lands Policy Coordination Office (PLPCO), has reviewed this project. Utah Code (Section 63J-4-601, *et. seq.*) designates PLPCO as the entity responsible to coordinate the review of technical and policy actions that may affect the physical resources of the state, and to facilitate the exchange of information on those actions among federal, state, and local government agencies. As part of this process, PLPCO makes use of the Resource Development Coordinating Committee (RDCC). The RDCC includes representatives from the state agencies that are generally involved or impacted by public lands management.

Division of Air Quality

Because fugitive dust may be generated during soil disturbance the proposed project will be subject to Air Quality rule R307-205-5 for Fugitive Dust. These rules apply to construction activities that disturb an area greater than 1/4 acre in size. A permit, known as an Approval Order, is not required from the Executive Secretary of the Air Quality Board, but steps need to be taken to minimize fugitive dust, such as watering and/or chemical stabilization, providing vegetative or synthetic cover or windbreaks. A copy of the rules can be found at www.rules.utah.gov/publicat/code/r307/r307.htm.

RECEIVED: September 21, 2011

The state encourages the use of Best Management Processes (BMP s) in protecting air quality in Utah. The state recommends the following BMP s as standard operating procedures:

1) Emission Standards for Stationary Internal Combustion Engines of 2 g/bhp-hr of NOx for engines less than 300 HP (Tier 3) and 1 g/bhp-hr of NOx for engines over 300 HP (Tier 3).

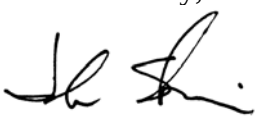
2) No or low bleed controllers for Pneumatic Pumps, Actuators and other Pneumatic devices.

3) Green completion or controlled VOC emissions methods with 90% efficiency for Oil or Gas Atmospheric Storage Tanks, VOC Venting controls or flaring. Glycol Dehydration and Amine Units Units, VOC Venting controls or flaring, Well Completion, Re-Completion, Venting, and Planned Blowdown Emissions.

If compressors or pump stations are constructed at the site a permit application, known as a Notice of Intent (NOI), should be submitted to the Executive Secretary at the Utah Division of Air Quality at 150 N. 1950 West, Salt Lake City, Utah, 84116 for review according to R307-401: Permit: Notice of Intent and Approval Order, of the Utah Air Quality Rules. A copy of the rules may be found at www.rules.utah.gov/publicat/code/r307/r307.htm.

The State of Utah appreciates the opportunity to review this proposal and we look forward to working with you on future projects. Please direct any other written questions regarding this correspondence to the Public Lands Policy Coordination Office at the address below, or call Judy Edwards at (801) 537-9023.

Sincerely,



John Harja
Director

RECEIVED: September 21, 2011

From: Jim Davis
To: Hill, Brad; Mason, Diana; rsatre@axiaenergy.com
CC: Bonner, Ed; Don Hamilton; Garrison, LaVonne
Date: 10/26/2011 9:48 AM
Subject: Axia APD approvals (2)

The following APDs have been approved by SITLA including arch clearance. Paleo clearance is granted under the condition that a State permitted paleontologist be on-site to monitor all ground disturbing activity (construction) as per the paleo report. Axia, please acknowledge this stipulation by a reply to this e-mail.

Three Rivers 2-11-820 (4304751936)
Three Rivers 36-11-720 (4304751915)

Thanks.
-Jim Davis

RECEIVED: October 26, 2011

API Well Number: 43047519360000

BOPE REVIEW AXIA ENERGY LLC Three Rivers 2-11-820 43047519360000

Well Name	AXIA ENERGY LLC Three Rivers 2-11-820 43047519360000			
String	SURF	PROD		
Casing Size(")	9.625	5.500		
Setting Depth (TVD)	900	8709		
Previous Shoe Setting Depth (TVD)	75	900		
Max Mud Weight (ppg)	8.7	9.2		
BOPE Proposed (psi)	1000	3000		
Casing Internal Yield (psi)	3520	7740		
Operators Max Anticipated Pressure (psi)	3789	8.4		

Calculations	SURF String	9.625	"	
Max BHP (psi)	.052*Setting Depth*MW=	407		
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	299	YES	diverter with rotating head
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	209	YES	OK
			*Can Full Expected Pressure Be Held At Previous Shoe?	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	226	NO	OK
Required Casing/BOPE Test Pressure=		900	psi	
*Max Pressure Allowed @ Previous Casing Shoe=		75	psi	*Assumes 1psi/ft frac gradient

Calculations	PROD String	5.500	"	
Max BHP (psi)	.052*Setting Depth*MW=	4166		
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=	3121	NO	
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=	2250	YES	OK
			*Can Full Expected Pressure Be Held At Previous Shoe?	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=	2448	NO	Reasonable
Required Casing/BOPE Test Pressure=		3000	psi	
*Max Pressure Allowed @ Previous Casing Shoe=		900	psi	*Assumes 1psi/ft frac gradient

Calculations	String		"	
Max BHP (psi)	.052*Setting Depth*MW=			
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=		NO	
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=		NO	
			*Can Full Expected Pressure Be Held At Previous Shoe?	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=		NO	
Required Casing/BOPE Test Pressure=			psi	
*Max Pressure Allowed @ Previous Casing Shoe=			psi	*Assumes 1psi/ft frac gradient

Calculations	String		"	
Max BHP (psi)	.052*Setting Depth*MW=			
			BOPE Adequate For Drilling And Setting Casing at Depth?	
MASP (Gas) (psi)	Max BHP-(0.12*Setting Depth)=		NO	
MASP (Gas/Mud) (psi)	Max BHP-(0.22*Setting Depth)=		NO	
			*Can Full Expected Pressure Be Held At Previous Shoe?	
Pressure At Previous Shoe	Max BHP-.22*(Setting Depth - Previous Shoe Depth)=		NO	
Required Casing/BOPE Test Pressure=			psi	

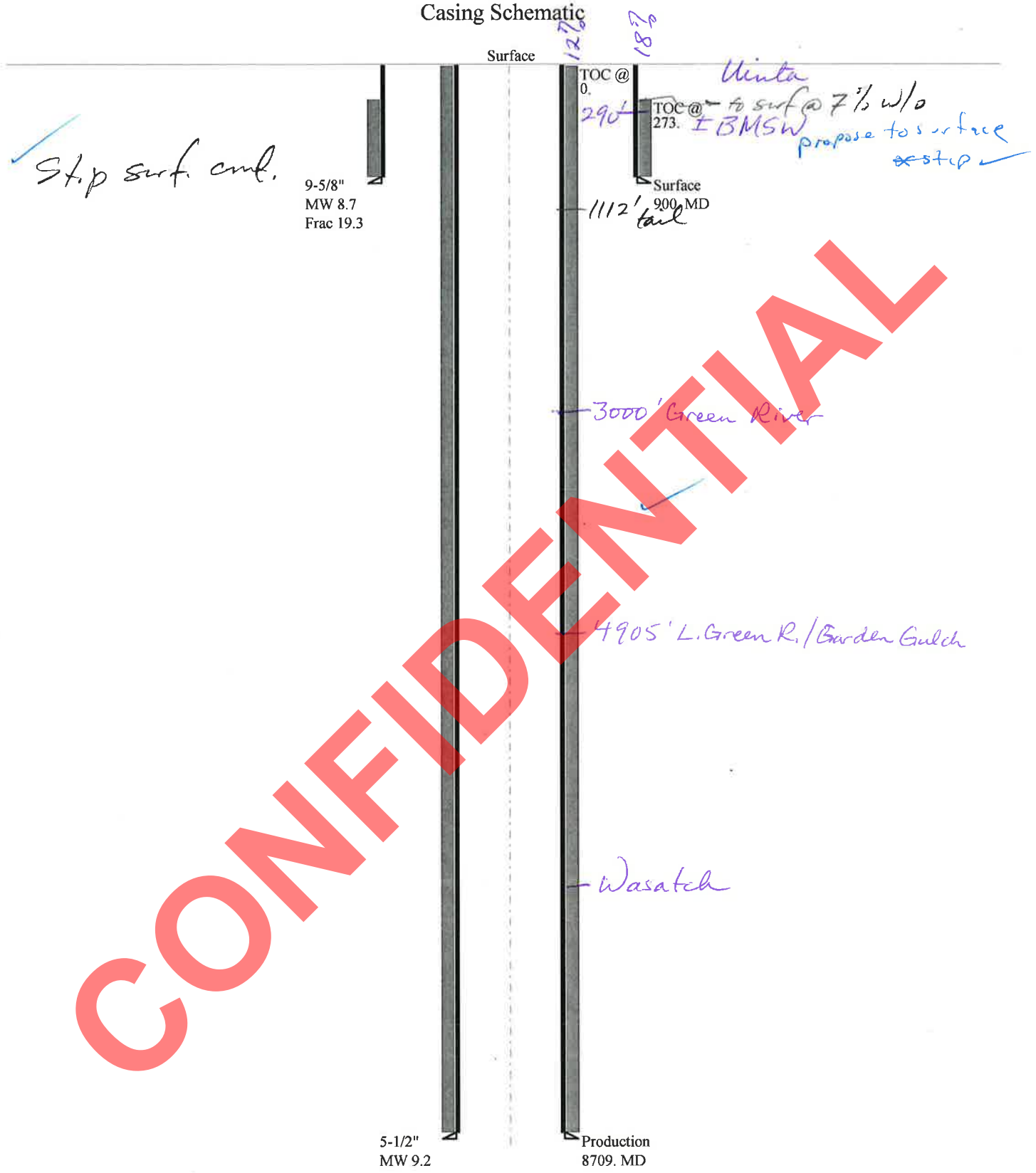
RECEIVED: November 21, 2011

***Max Pressure Allowed @ Previous Casing Shoe=**		psi *Assumes 1psi/ft frac gradient

RECEIVED: November 21, 2011

43047519360000 Three Rivers 2-11-820

Casing Schematic



Well name:	**43047519360000 Three Rivers 2-11-820**
Operator:	**AXIA ENERGY LLC**
String type:	Surface
Project ID:	43-047-51936
Location:	UINTAH COUNTY

Design parameters:

Collapse
Mud weight: 8.700 ppg
Design is based on evacuated pipe.

Burst
Max anticipated surface pressure: 792 psi
Internal gradient: 0.120 psi/ft
Calculated BHP 900 psi

No backup mud specified.

Minimum design factors:

Collapse:
Design factor 1.125

Burst:
Design factor 1.00

Tension:
8 Round STC: 1.80 (J)
8 Round LTC: 1.70 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.50 (B)

Tension is based on air weight.
Neutral point: 784 ft

Environment:
H2S considered? No
Surface temperature: 74 °F
Bottom hole temperature: 87 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 100 ft

Cement top: 273 ft

Non-directional string.

Re subsequent strings:
Next setting depth: 8,709 ft
Next mud weight: 9.200 ppg
Next setting BHP: 4,162 psi
Fracture mud wt: 19.250 ppg
Fracture depth: 900 ft
Injection pressure: 900 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost ($)
1	900	9.625	36.00	J-55	LT&C	900	900	8.796	7359

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	407	2020	4.967	900	3520	3.91	32.4	453	13.98 J

Prepared by: Helen Sadik-Macdonald
Div of Oil,Gas & Mining
Phone: 801 538-5357
FAX: 801-359-3940
Date: November 17,2011
Salt Lake City, Utah

Remarks:
Collapse is based on a vertical depth of 900 ft, a mud weight of 8.7 ppg The casing is considered to be evacuated for collapse purposes.
Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Engineering responsibility for use of this design will be that of the purchaser.

Well name:	**43047519360000 Three Rivers 2-11-820**
Operator:	**AXIA ENERGY LLC**
String type:	Production
Project ID:	43-047-51936
Location:	UINTAH COUNTY

Design parameters:

Collapse
Mud weight: 9.200 ppg
Design is based on evacuated pipe.

Burst
Max anticipated surface pressure: 2,246 psi
Internal gradient: 0.220 psi/ft
Calculated BHP 4,162 psi

No backup mud specified.

Minimum design factors:

Collapse:
Design factor 1.125

Burst:
Design factor 1.00

Tension:
8 Round STC: 1.80 (J)
8 Round LTC: 1.80 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.60 (B)

Tension is based on air weight.
Neutral point: 7,494 ft

Environment:
H2S considered? No
Surface temperature: 74 °F
Bottom hole temperature: 196 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 100 ft

Cement top: Surface

Non-directional string.

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost ($)
1	8709	5.5	17.00	N-80	LT&C	8709	8709	4.767	49087

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	4162	6290	1.511	4162	7740	1.86	148.1	348	2.35 J

Prepared by: Helen Sadik-Macdonald
Div of Oil,Gas & Mining
Phone: 801 538-5357
FAX: 801-359-3940
Date: November 17,2011
Salt Lake City, Utah

Remarks:
Collapse is based on a vertical depth of 8709 ft, a mud weight of 9.2 ppg The casing is considered to be evacuated for collapse purposes.
Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Engineering responsibility for use of this design will be that of the purchaser.

ON-SITE PREDRILL EVALUATION
Utah Division of Oil, Gas and Mining

Operator	AXIA ENERGY LLC				
Well Name	Three Rivers 2-11-820				
API Number	43047519360000	**APD No**	4544	**Field/Unit**	WILDCAT
Location: 1/4,1/4	NWNW **Sec** 2 **Tw** 8.0S **Rng** 20.0E 660 FNL 660 FWL				
GPS Coord (UTM)	615641 4445901	**Surface Owner**			

Participants

Cody Rich (UELS), Alex Hansen (UDWR), Ben Williams (UDWR), Don Hamilton (Star Point), Jerry Holder (Axia), Ed Bonner (SITLA), Dan Schaad (Ouray Wildlife Refuge)

Regional/Local Setting & Topography

This location sits on a gentle slope approximately 2 to 2.5 miles south east of Pelican Lake. Pelican Lake sits in a large bowl which slopes up and away from the lake in all directions. Beyond this location the land continues to raise to low hill tops which then slope downward to the Green River. There are no drainages crossing this location and drainage is gradual to Pelican Lake. State Hwy 88 runs along the east edge of Pelican Lake and is approximately 1 mile west of this location.
Soils appear to be deep and very permeable with no visual rock on surface anywhere near this location. There are irrigated farm fields below this location and around Pelican Lake.

Surface Use Plan

Current Surface Use
Wildlfe Habitat

New Road Miles	Well Pad	Src Const Material	Surface Formation
0.5	**Width** 260 **Length** 350	Onsite	UNTA

Ancillary Facilities N

Waste Management Plan Adequate? N

Environmental Parameters

Affected Floodplains and/or Wetlands N

Flora / Fauna

This surface is owned by SITLA, but is currently leased to the Ouray Wildlife Refuge
Deer, elk, coyote, rabbits and other small mammals, song birds, raptors
Prickly pear cactus, grasses, salt brush, shadscale, rabbit brush, horse brush

Soil Type and Characteristics

Sandy silt

Erosion Issues N

Sedimentation Issues N

Site Stability Issues N

Drainage Diverson Required? N

Berm Required? Y

Erosion Sedimentation Control Required? N

Paleo Survey Run? Y **Paleo Potental Observed?** Y **Cultural Survey Run?** Y **Cultural Resources?** N

Reserve Pit

Site-Specific Factors		Site Ranking	
Distance to Groundwater (feet)	>200	0	
Distance to Surface Water (feet)	>1000	0	
Dist. Nearest Municipal Well (ft)	>5280	0	
Distance to Other Wells (feet)	>1320	0	
Native Soil Type	High permeability	20	
Fluid Type	Fresh Water	5	
Drill Cuttings	Normal Rock	0	
Annual Precipitation (inches)	10 to 20	5	
Affected Populations			
Presence Nearby Utility Conduits	Not Present	0	
	Final Score	30	1 Sensitivity Level

Characteristics / Requirements

The reserve pit will be placed in cut in a stable location. The pit will be 100ft x 195ft x 10ft deep with a total capacity including freeboard of 20,750bbl. Due to the near proximity of Pelican Lake and permeable soils a double 20 mil liner will be required.

Axia wants the site permitted for a reserve pit but, due to Paleo potential will go to a closed loop if any mammal remains are found during excavation.

Closed Loop Mud Required? N **Liner Required?** Y **Liner Thickness** 20 **Pit Underlayment Required?** Y

Other Observations / Comments

Richard Powell
Evaluator

9/27/2011
Date / Time

Application for Permit to Drill
Statement of Basis

APD No	API WellNo	Status	Well Type	Surf Owner	CBM
4544	43047519360000	LOCKED	OW	S	No

Operator AXIA ENERGY LLC **Surface Owner-APD**

Well Name Three Rivers 2-11-820 **Unit**

Field WILDCAT **Type of Work** DRILL

Location NWNW 2 8S 20E S 660 FNL 660 FWL GPS Coord (UTM) 615577E 4446107N

Geologic Statement of Basis

Axia proposes to set 400 feet of surface pipe, cemented to surface. The depth to the base of the moderately saline water at this location is estimated to be at approximately 290 feet. A search of Division of Water Rights records shows 9 water wells within a 10,000 foot radius of the center of Section 2. The nearest well is approximately 1/2 mile from the proposed location with a depth of 70 feet. All other wells are a mile or more from the proposed well. Wells in the area are listed for domestic use, irrigation, industrial, oil field use and stock watering. Depths of the wells ranges from 40 to 300 feet. Listed wells probably produce from the Uinta Formation. The surface formation at this site is the Uinta Formation. The Uinta Formation is made up of interbedded shales and sandstones. The sandstones are mostly lenticular and discontinuous and should not be a significant source of useable ground water. The proposed casing and cement should adequately protect any useable ground water.

Brad Hill — **APD Evaluator**

10/17/2011 — **Date / Time**

Surface Statement of Basis

This location is on state (SITLA) surface with fee mineral. The surface is currently leased to and being managed by the Ouray National Wildlife Refuge. Dan Schaad was in attendance representing the Ouray Refuge and Ed Bonner represented SITLA. Ben Williams of UDWR was also present.

A paleo survey was done by Intermountain Paleo and according to permitting contractor Don Hamilton the Paleontologist asked for observation of the excavation work and classified the site as having high potential for mammal remains. Axia wants the site permitted for a reserve pit but, due to Paleo potential will go to a closed loop if any mammal remains are found during excavation.

Mr. Schaad asked that there be a locked gate at the boarder of the Refuge managed land to exclude access by hunters or poachers. This was agreed to by Jerry Holder of Axia and Mr. Holder stated that DOGM would be provided with the combination to the lock. Mr. Schaad also requested that the location be fenced and this was agreed to by Mr. Holder. Due to very permeable deep soil a double 20 mil liner will be required and Mr. Holder agreed to this.

Richard Powell — **Onsite Evaluator**

9/27/2011 — **Date / Time**

Conditions of Approval / Application for Permit to Drill

Category	Condition
Pits	A double synthetic liner each with a minimum thickness of 20 mils and an appropriate thickness of felt sub-liner to cushion the liners shall be properly installed and maintained in the reserve pit.
Surface	The well site shall be bermed to prevent fluids from leaving the pad.
Surface	The reserve pit shall be fenced upon completion of drilling operations.
Surface	The location shall be fenced upon throughout the life of this well.

RECEIVED: November 22, 2011

WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 9/2/2011
API NO. ASSIGNED: 43047519360000
WELL NAME: Three Rivers 2-11-820
OPERATOR: AXIA ENERGY LLC (N3765)
PHONE NUMBER: 435 719-2018
CONTACT: Don Hamilton

PROPOSED LOCATION: NWNW 02 080S 200E
Permit Tech Review: ✔

SURFACE: 0660 FNL 0660 FWL
Engineering Review: ✔

BOTTOM: 0660 FNL 0660 FWL
Geology Review: ✔

COUNTY: UINTAH
LATITUDE: 40.15737
LONGITUDE: -109.64290
UTM SURF EASTINGS: 615577.00
NORTHINGS: 4446107.00
FIELD NAME: WILDCAT
LEASE TYPE: 3 - State
LEASE NUMBER: ML-49318
PROPOSED PRODUCING FORMATION(S): WASATCH
SURFACE OWNER: 3 - State
COALBED METHANE: NO

RECEIVED AND/OR REVIEWED:

- ✔ **PLAT**
- ✔ **Bond:** STATE - LPM9046682
- ☐ **Potash**
- ☐ **Oil Shale 190-5**
- ☐ **Oil Shale 190-3**
- ☐ **Oil Shale 190-13**
- ✔ **Water Permit:** 49-2262 - RNI at Green River
- ✔ **RDCC Review:** 2011-11-22 00:00:00.0
- ✔ **Fee Surface Agreement**
- ☐ **Intent to Commingle**

Commingling Approved

LOCATION AND SITING:

- ☐ **R649-2-3.**

Unit:

- ☐ **R649-3-2. General**
- ☐ **R649-3-3. Exception**
- ✔ **Drilling Unit**

Board Cause No: R649-3-2
Effective Date:
Siting:

- ☐ **R649-3-11. Directional Drill**

Comments: Presite Completed

Stipulations:
5 - Statement of Basis - bhill
21 - RDCC - dmason
23 - Spacing - dmason
25 - Surface Casing - hmacdonald

RECEIVED: November 22, 2011

GARY R. HERBERT
Governor
GREGORY S. BELL
Lieutenant Governor

State of Utah
DEPARTMENT OF NATURAL RESOURCES
MICHAEL R. STYLER
Executive Director
Division of Oil, Gas and Mining
JOHN R. BAZA
Division Director

Permit To Drill

****

Well Name: Three Rivers 2-11-820
API Well Number: 43047519360000
Lease Number: ML-49318
Surface Owner: STATE
Approval Date: 11/22/2011

Issued to:
AXIA ENERGY LLC, 1430 Larimer Ste 400, Denver, CO 80202

Authority:
Pursuant to Utah Code Ann. §40-6-1 et seq., and Utah Administrative Code R649-3-1 et seq., the Utah Division of Oil, Gas and Mining issues conditions of approval, and permit to drill the listed well. This permit is issued in accordance with the requirements of R649-3-2. The expected producing formation or pool is the WASATCH Formation(s), completion into any other zones will require filing a Sundry Notice (Form 9). Completion and commingling of more than one pool will require approval in accordance with R649-3-22.

Duration:
This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date

General:
Compliance with the requirements of Utah Admin. R. 649-1 et seq., the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

Conditions of Approval:
The Application for Permit to Drill has been forwarded to the Resource Development Coordinating Committee for review of this action. The operator will be required to comply with any applicable recommendations resulting from this review. (See attached)

This proposed well is located in an area for which drilling units (well spacing patterns) have not been established through an order of the Board of Oil, Gas and Mining (the "Board"). In order to avoid the possibility of waste or injury to correlative rights, the operator is requested, once the well has been drilled, completed, and has produced, to analyze geological and engineering data generated therefrom, as well as any similar data from surrounding areas if available. As soon as is practicable after completion of its analysis, and if the analysis suggests an area larger than the quarter-quarter section upon which the well is located is being drained, the operator is requested to seek an appropriate order from the Board establishing drilling and spacing units in conformance with such analysis by filing a Request for Agency Action with the Board.

Compliance with the Conditions of Approval/Application for Permit to Drill outlined in the Statement of Basis (copy attached).

Surface casing shall be cemented to the surface.

Additional Approvals:
The operator is required to obtain approval from the Division of Oil, Gas and mining before performing any of the following actions during the drilling of this well:

- Any changes to the approved drilling plan – contact Dustin Doucet
- Significant plug back of the well – contact Dustin Doucet
- Plug and abandonment of the well – contact Dustin Doucet

Notification Requirements:
The operator is required to notify the Division of Oil, Gas and Mining of the following actions during drilling of this well:

- Within 24 hours following the spudding of the well – contact Carol Daniels
  OR
  submit an electronic sundry notice (pre-registration required) via the Utah Oil & Gas website at http://oilgas.ogm.utah.gov
- 24 hours prior to testing blowout prevention equipment - contact Dan Jarvis
- 24 hours prior to cementing or testing casing – contact Dan Jarvis
- Within 24 hours of making any emergency changes to the approved drilling program – contact Dustin Doucet
- 24 hours prior to commencing operations to plug and abandon the well – contact Dan Jarvis

Contact Information:
The following are Division of Oil, Gas and Mining contacts and their telephone numbers (please leave a voicemail message if the person is not available to take the call):

- Carol Daniels 801-538-5284 - office
- Dustin Doucet 801-538-5281 - office
  801-733-0983 - after office hours
- Dan Jarvis 801-538-5338 - office
  801-231-8956 - after office hours

Reporting Requirements:
All reports, forms and submittals as required by the Utah Oil and Gas Conservation General Rules will be promptly filed with the Division of Oil, Gas and Mining, including but not limited to:

- Entity Action Form (Form 6) – due within 5 days of spudding the well
- Monthly Status Report (Form 9) – due by 5th day of the following calendar month
- Requests to Change Plans (Form 9) – due prior to implementation
- Written Notice of Emergency Changes (Form 9) – due within 5 days
- Notice of Operations Suspension or Resumption (Form 9) – due prior to implementation
- Report of Water Encountered (Form 7) – due within 30 days after completion
- Well Completion Report (Form 8) – due within 30 days after completion or plugging

Approved By:

For John Rogers
Associate Director, Oil & Gas

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: ML-49318

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
THREE RIVERS 2-11-820

2. NAME OF OPERATOR:
AXIA ENERGY LLC

9. API NUMBER:
43047519360000

3. ADDRESS OF OPERATOR:
1430 Larimer Ste 400 , Denver, CO, 80202

PHONE NUMBER:
720 746-5200 Ext

9. FIELD and POOL or WILDCAT:
WILDCAT

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
0660 FNL 0660 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: NWNW Section: 02 Township: 08.0S Range: 20.0E Meridian: S

COUNTY:
UINTAH

STATE:
UTAH

11.
CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
☐ NOTICE OF INTENT Approximate date work will start:	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
☑ SPUD REPORT Date of Spud: 1/5/2012	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ DRILLING REPORT Report Date:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Move in rig up Pete Martin Drilling, spud well 01-05-2012, drill to 150' and set 16" conductor casing to TD, cement casing, release Pete Martin Drilling. Wait on Drilling Rig.

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
January 10, 2012

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE		**DATE**
N/A		1/9/2012

RECEIVED: Jan. 09, 2012

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 6

ENTITY ACTION FORM

Operator: Axia Energy, LLC
Operator Account Number: N 3765
Address: 1430 Larimer Street, Suite 400
city Denver,
state CO zip 80202
Phone Number: (720) 746-5209

Well 1

API Number	Well Name	QQ	Sec	Twp	Rng	County
4304751936	Three Rivers 2-11-820	NWNW	2	8S	20E	Uintah

Action Code	Current Entity Number	New Entity Number	Spud Date	Entity Assignment Effective Date
A	99999	18354	1/5/2012	1/18/2012

Comments: WSTC
CONFIDENTIAL

Well 2

API Number	Well Name	QQ	Sec	Twp	Rng	County
4304751915	Three Rivers 36-11-720	NWNW	36	7S	20E	Uintah

Action Code	Current Entity Number	New Entity Number	Spud Date	Entity Assignment Effective Date
A	99999	18355	1/7/2012	1/18/2012

Comments: WSTC
CONFIDENTIAL

Well 3

API Number	Well Name	QQ	Sec	Twp	Rng	County

Action Code	Current Entity Number	New Entity Number	Spud Date	Entity Assignment Effective Date

Comments:
RECEIVED
JAN 12 2012
DIV. OF OIL, GAS & MINING

ACTION CODES:
- **A** - Establish new entity for new well (single well only)
- **B** - Add new well to existing entity (group or unit well)
- **C** - Re-assign well from one existing entity to another existing entity
- **D** - Re-assign well from one existing entity to a new entity
- **E** - Other (Explain in 'comments' section)

Cindy Turner
Name (Please Print)
Cindy Turner
Signature
Project Manager
Title
1/9/2012
Date

(5/2000)

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: ML-49318

SUNDRY NOTICES AND REPORTS ON WELLS

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7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
THREE RIVERS 2-11-820

2. NAME OF OPERATOR:
AXIA ENERGY LLC

9. API NUMBER:
43047519360000

3. ADDRESS OF OPERATOR:
1430 Larimer Ste 400 , Denver, CO, 80202

PHONE NUMBER:
720 746-5200 Ext

9. FIELD and POOL or WILDCAT:
WILDCAT

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
0660 FNL 0660 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: NWNW Section: 02 Township: 08.0S Range: 20.0E Meridian: S

COUNTY:
UINTAH

STATE:
UTAH

11.
CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 3/1/2012	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	✓ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
☐ SPUD REPORT Date of Spud:	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

APD to drill and complete a Wasatch well was approved on 11/22/2011. Axia Energy respectfully requests your permission to complete the Green River formation and then commingle the Wasatch and Green River Formations. Attached is information per R649-3-22.

Approved by the Utah Division of Oil, Gas and Mining

Date: February 01, 2012

By: Dark K Quist

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE		**DATE**
N/A		1/10/2012

RECEIVED: Jan. 10, 2012

Attachment to Sundry Notice Form 9

Three Rivers 2-11-820

API: 43047519360000

Notice of intent – commingle Wasatch and Green formations

1.1 Exhibit A showing location of the well.

1.2 Method of Completion: the pools will be completed from the lower portion of the well (Wasatch) to the upper portion of the well (Green River) in succession. Intervals will be selectively perforated and fracture stimulated starting in the lower portion of the well. A composite bridge plug will be set to isolate the previously perforated/stimulated interval, and additional perforations will be added and fracture stimulated. Perforating/Stimulation will occur in this manner through the Wasatch and Green River formations in 8-10 stages. Once all desired intervals have been perforated, stimulated and isolated, all composite plugs will be drilled out. A tubing string with rod pump will be run to produce Wasatch and Green River oil in a commingled fashion.

2 Allocation should never be necessary due to equal mineral ownership in all pools. However, if it ever became necessary, allocation would be based on individual formation production percentages developed during the initial testing of the well.

3 Affidavit of Lease Ownership - Acknowledgement that Axia Energy, LLC is 100% owner of contiguous oil and gas leases in Section 2-T8S-R20E

AFFIDAVIT OF LEASE OWNERSHIP

I, Tab McGinley, Affiant, being duly sworn depose and say:

THAT, I am the Vice President of Land for Axia energy, LLC, a Delaware limited liability corporation authorized to do business in Colorado (hereinafter referred to as "Axia"), 1430 Larimer Street, Suite 400, Denver, CO 80202. Axia owns, operates and manages oil and gas interests in the State of Utah including the lands described below located in Uintah County, Utah.

WHEREAS, Axia Energy, LLC is the owner of 100% of the contiguous oil and gas leases in Section 2-T8S-R20E of Uintah County, Utah, per attached Exhibit.

Further Affiant sayeth not.

Subscribed and sworn to before me this 5th day of January, 2012.

Tab McGinley
Vice President, Land

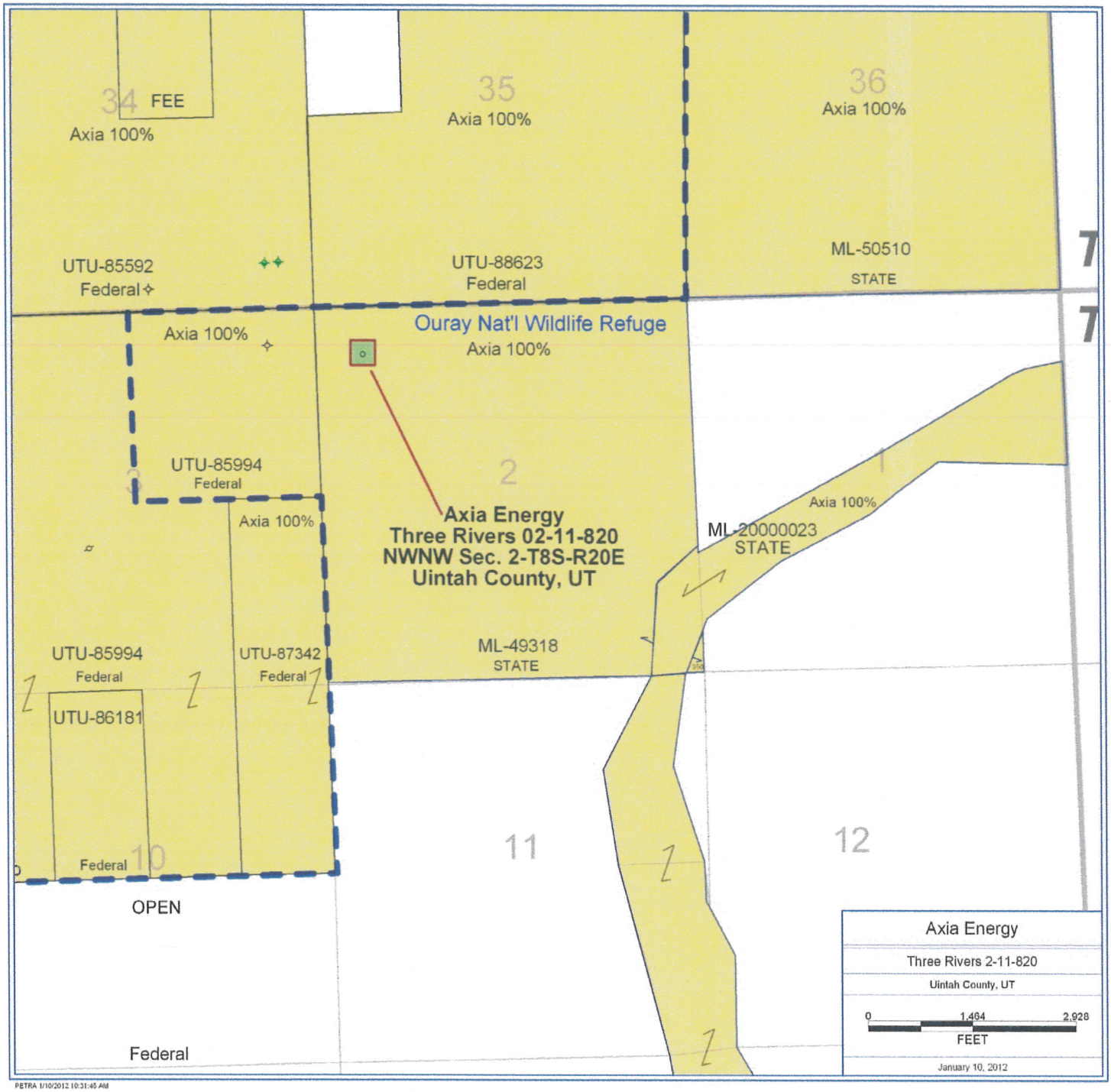
STATE OF COLORADO)
} ss
COUNTY OF DENVER)

The foregoing instrument was acknowledged before me by Tab McGinley, Vice President of Land, this 5th day of January, 2012.

Notary Public

Notary seal:

Cindy J. Turner
Notary Public
State of Colorado
My Commission Expires 06/04/2013


34
FEE
Axia 100%
35
Axia 100%
36
Axia 100%
UTU-85592
Federal
UTU-88623
Federal
ML-50510
STATE
Axia 100%
Ouray Nat'l Wildlife Refuge
Axia 100%
UTU-85994
Federal
Axia 100%
Axia Energy
Three Rivers 02-11-820
NWNW Sec. 2-T8S-R20E
Uintah County, UT
Axia 100%
ML-20000023
STATE
UTU-85994
Federal
UTU-87342
Federal
ML-49318
STATE
UTU-86181
Federal
10
OPEN
11
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Federal
Axia Energy
Three Rivers 2-11-820
Uintah County, UT
0
1,464
2,928
FEET
January 10, 2012
PETRA 1/10/2012 10:31:45 AM

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: ML-49318

SUNDRY NOTICES AND REPORTS ON WELLS

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6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
THREE RIVERS 2-11-820

2. NAME OF OPERATOR:
AXIA ENERGY LLC

9. API NUMBER:
43047519360000

3. ADDRESS OF OPERATOR:
1430 Larimer Ste 400 , Denver, CO, 80202

PHONE NUMBER:
720 746-5200 Ext

9. FIELD and POOL or WILDCAT:
WILDCAT

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
0660 FNL 0660 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: NWNW Section: 02 Township: 08.0S Range: 20.0E Meridian: S

COUNTY:
UINTAH

STATE:
UTAH

11.
CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 9/15/2012	☐ ACIDIZE	✓ ALTER CASING	☐ CASING REPAIR
	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
☐ SPUD REPORT Date of Spud:	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

CHANGE PROD CASING FROM: 5-1/2" 17.00# N-80 LTC TO 5-1/2" 17.00# J-55 L&C

Approved by the Utah Division of Oil, Gas and Mining

Date: August 08, 2012

By: Dark K Quist

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE		**DATE**
N/A		8/8/2012

RECEIVED: Aug. 08, 2012

API Well Number: 43047519360000

Amended

Well name:	**43047519360000 Three Rivers 2-11-820**
Operator:	**AXIA ENERGY LLC**
String type:	Surface
Project ID:	43-047-51936
Location:	UINTAH COUNTY

Design parameters:

Collapse
Mud weight: 8.700 ppg
Design is based on evacuated pipe.

Burst
Max anticipated surface pressure: 792 psi
Internal gradient: 0.120 psi/ft
Calculated BHP 900 psi

No backup mud specified.

Minimum design factors:

Collapse:
Design factor 1.125

Burst:
Design factor 1.00

Tension:
8 Round STC: 1.80 (J)
8 Round LTC: 1.70 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.50 (B)

Tension is based on air weight.
Neutral point: 784 ft

Environment:
H2S considered? No
Surface temperature: 74 °F
Bottom hole temperature: 87 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 100 ft

Cement top: 273 ft

Non-directional string.

Re subsequent strings:
Next setting depth: 8,709 ft
Next mud weight: 9.200 ppg
Next setting BHP: 4,162 psi
Fracture mud wt: 19.250 ppg
Fracture depth: 900 ft
Injection pressure: 900 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (In)	Est. Cost ($)
1	900	~~9.625~~ 8.625	~~36.00~~ 24.00	J-55	~~LT&C~~ STC	900	900	~~8.796~~	7359

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	407	~~2020~~ 1370	~~4.967~~ 3.367	900	~~3520~~ 2950	~~3.91~~ 3.28	~~32.4~~ 32.4	~~453~~ 244	~~13.98 J~~ 7.53 J

Prepared by: Helen Sadik-Macdonald, Div of Oil,Gas & Mining
Phone: 801 538-5357
FAX: 801-359-3940
Date: November 17,2011
Salt Lake City, Utah

Remarks:
Collapse is based on a vertical depth of 900 ft, a mud weight of 8.7 ppg The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Engineering responsibility for use of this design will be that of the purchaser.

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: ML-49318

SUNDRY NOTICES AND REPORTS ON WELLS

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7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
THREE RIVERS 2-11-820

2. NAME OF OPERATOR:
AXIA ENERGY LLC

9. API NUMBER:
43047519360000

3. ADDRESS OF OPERATOR:
1430 Larimer Ste 400 , Denver, CO, 80202

PHONE NUMBER:
720 746-5200 Ext

9. FIELD and POOL or WILDCAT:
WILDCAT

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
0660 FNL 0660 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: NWNW Section: 02 Township: 08.0S Range: 20.0E Meridian: S

COUNTY:
UINTAH

STATE:
UTAH

11.
CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 8/9/2012	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
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☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	✓ OTHER	OTHER: Drill, Set Surf Csg & Cement

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

MIRU Spud Rig, Drill to Approx 860', Set 8-5/8" 24.00# J-55 Casing & Cement

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
August 08, 2012

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE		**DATE**
N/A		8/8/2012

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: ML-49318

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Oil Well

8. WELL NAME and NUMBER:
THREE RIVERS 2-11-820

2. NAME OF OPERATOR:
AXIA ENERGY LLC

9. API NUMBER:
43047519360000

3. ADDRESS OF OPERATOR:
1430 Larimer Ste 400 , Denver, CO, 80202

PHONE NUMBER:
720 746-5200 Ext

9. FIELD and POOL or WILDCAT:
WILDCAT

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
0660 FNL 0660 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: NWNW Section: 02 Township: 08.0S Range: 20.0E Meridian: S

COUNTY:
UINTAH

STATE:
UTAH

11.
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☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

SURFACE CASING CHANGE FROM: 9-5/8" 36.00# J-55 LTC TO 8-5/8" 24.00# STC (cement volumes will be adjusted accordingly to bring cement to surface)

Approved by the Utah Division of Oil, Gas and Mining

Date: August 08, 2012

By: Dark K Quist

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE		**DATE**
N/A		8/8/2012

RECEIVED: **Aug. 08, 2012**

API Well Number: 43047519360000

Amended

Well name:	**43047519360000 Three Rivers 2-11-820**
Operator:	**AXIA ENERGY LLC**
String type:	Surface
Project ID:	43-047-51936
Location:	UINTAH COUNTY

Design parameters:

Collapse
Mud weight: 8.700 ppg
Design is based on evacuated pipe.

Burst
Max anticipated surface pressure: 792 psi
Internal gradient: 0.120 psi/ft
Calculated BHP 900 psi

No backup mud specified.

Minimum design factors:

Collapse:
Design factor 1.125

Burst:
Design factor 1.00

Tension:
8 Round STC: 1.80 (J)
8 Round LTC: 1.70 (J)
Buttress: 1.60 (J)
Premium: 1.50 (J)
Body yield: 1.50 (B)

Tension is based on air weight.
Neutral point: 784 ft

Environment:
H2S considered? No
Surface temperature: 74 °F
Bottom hole temperature: 87 °F
Temperature gradient: 1.40 °F/100ft
Minimum section length: 100 ft

Cement top: 273 ft

Non-directional string.

Re subsequent strings:
Next setting depth: 8,709 ft
Next mud weight: 9.200 ppg
Next setting BHP: 4,162 psi
Fracture mud wt: 19.250 ppg
Fracture depth: 900 ft
Injection pressure: 900 psi

Run Seq	Segment Length (ft)	Size (in)	Nominal Weight (lbs/ft)	Grade	End Finish	True Vert Depth (ft)	Measured Depth (ft)	Drift Diameter (in)	Est. Cost ($)
1	900	~~9.625~~ 8.625	~~36.00~~ 24.00	J-55	~~LT&C~~ STC	900	900	~~8.796~~	7359

Run Seq	Collapse Load (psi)	Collapse Strength (psi)	Collapse Design Factor	Burst Load (psi)	Burst Strength (psi)	Burst Design Factor	Tension Load (kips)	Tension Strength (kips)	Tension Design Factor
1	407	~~2020~~ 1370	~~4.967~~ 3.367	900	~~3520~~ 2950	~~3.91~~ 3.28	~~32.4~~ 32.4	~~453~~ 244	~~13.98 J~~ 7.53 J

Prepared by: Helen Sadik-Macdonald, Div of Oil,Gas & Mining
Phone: 801 538-5357
FAX: 801-359-3940
Date: November 17,2011
Salt Lake City, Utah

Remarks:
Collapse is based on a vertical depth of 900 ft, a mud weight of 8.7 ppg The casing is considered to be evacuated for collapse purposes. Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Burst strength is not adjusted for tension.

Engineering responsibility for use of this design will be that of the purchaser.

Carol Daniels - Axia Energy, Three Rivers 16-43-820, Production casing

From: klbascom <klbascom@ubtanet.com>
To: Dave Hackford <davidhackford@utah.gov>, Richard Powell <richardpowell@ut...
Date: 8/30/2012 12:21 PM
Subject: Axia Energy, Three Rivers 16-43-820, Production casing

T08S R20E S02

Patterson #51 drilling for Axia Energy, Three Rivers #16-43-820, API# 43-047-52057, should be @ approx 6650' production TD Friday morning 8/31/2012. Will run open hole logs & run 5.5" production casing Saturday 9/1/2012.
Next well is Three Rivers #2-11-820, API# 43-047-51936, should rig up & test BOP Sunday nite or early Monday morning 9/3/2012.
Any questions or concerns, contact Kenny Bascom .
Kenny Bascom
435-828-0696

Carol Daniels - Axia Energy, Three Rivers 2-11-820, BOP Test

S 02 T 08S R 20E

From: klbascom <klbascom@ubtanet.com>
To: Dave Hackford <davidhackford@utah.gov>, Richard Powell <richardpowell@ut...
Date: 9/5/2012 8:54 AM
Subject: Axia Energy, Three Rivers 2-11-820, BOP Test

Patterson #51 drilling for Axia Energy, Next well is Three Rivers #2-11-820, API# 43-047-51936, rig up & test BOP & drill out Wednesday nite 9/5/2012.
Any questions or concerns, contact Kenny Bascom .
Kenny Bascom
435-828-0697

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: ML-49318

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
THREE RIVERS 2-11-820

2. NAME OF OPERATOR:
AXIA ENERGY LLC

9. API NUMBER:
43047519360000

3. ADDRESS OF OPERATOR:
1430 Larimer Ste 400 , Denver, CO, 80202

PHONE NUMBER:
720 746-5200 Ext

9. FIELD and POOL or WILDCAT:
WILDCAT

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
0660 FNL 0660 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: NWNW Section: 02 Township: 08.0S Range: 20.0E Meridian: S

COUNTY:
UINTAH

STATE:
UTAH

11.
CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 9/12/2012	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
	✓ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
☐ SPUD REPORT Date of Spud:	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

PROPOSED CHANGES TO APD APPROVED 11/22/11 TD: Change from 8,709' to 7,200' Proposed Production Casing Cement: 420 sxs of Halliburton Light Premium Cement w/Additives - 12.0 ppg, 2.31 ft3/sx yield, 20% excess over hole size Caliper logs will be used to determine final volumes + 10%. Top of cement is 2,500'. Base of moderately saline water is documented at 290' at this location with surface casing set and cemented to surface at 920'. Green River top is projected to be +/- 3,000'. The change in cement top request is based on difficulty circulating cement to surface via lightweight cement on an offset to the subject well.

Approved by the Utah Division of Oil, Gas and Mining

Date: September 17, 2012

By: Dark K Quist

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE		**DATE**
N/A		9/6/2012

RECEIVED: Sep. 06, 2012

FORM 9

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

5.LEASE DESIGNATION AND SERIAL NUMBER: ML-49318

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
THREE RIVERS 2-11-820

2. NAME OF OPERATOR:
AXIA ENERGY LLC

9. API NUMBER:
43047519360000

3. ADDRESS OF OPERATOR:
1430 Larimer Ste 400 , Denver, CO, 80202

PHONE NUMBER:
720 746-5200 Ext

9. FIELD and POOL or WILDCAT:
WILDCAT

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
0660 FNL 0660 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: NWNW Section: 02 Township: 08.0S Range: 20.0E Meridian: S

COUNTY:
UINTAH

STATE:
UTAH

11.
CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
☐ NOTICE OF INTENT Approximate date work will start:	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
☐ SPUD REPORT Date of Spud:	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
✓ DRILLING REPORT Report Date: 9/14/2012	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Spud 01-05-12 - Drilled to 150'. Run 16" conductor casing to 150' and cement. On 08-11-12 MIRU Pro-Petro. Resumed drilled operations 08-11-12. Drilled to 950' and set 8-5/8" 24.00# J-55 STC casing @ 920' KB. Cemented to surface with 500 sxs Class "G". Rig down Pro-Petro Rig. On 09-05-12 MIRU Patterson Rig 51 and resumed drilling operations. Drilled to 7021' TMD / 7021' TVD. Set 164 jts 5-1/2" 17.00# N-80 LTC casing @ 6,990.36' KB. Cemented with 390 sks Class "G". Patterson Rig 51 released 09-13-12 @ 20:00 hours.
CURRENT STATUS: Wait on Completion

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
September 18, 2012

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE		**DATE**
N/A		9/18/2012

CONFIDENTIAL

Carol Daniels - Axia, Patterson #51 Production casing & cement T08S R20E S-2

From: klbascom <klbascom@ubtanet.com>
To: Carol Daniels <caroldaniels@utah.gov>, Dan Jarvis <danjarvis@utah.gov>, ...
Date: 9/12/2012 3:08 PM
Subject: Axia, Patterson #51 Production casing & cement

Axia Energy well Three Rivers 2-11-820, API#43-047-51936 reached 7021' td, 9/11/12 @ 12:00. Will run 5.5" production casing & cement early Thursday morning 9/13/12, rig down & move with trucks to Three Rivers 32-35-720, API# 43-047-52737, thursday & rig up Friday 9/14/12. Test BOP Friday night. Any questions, contact Kenny Bascom @ 435-828-0697.
Thank You
Kenny Bascom

RECEIVED
SEP 12 2012
DIV. OF OIL, GAS & MINING

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: ML-49318

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
THREE RIVERS 2-11-820

2. NAME OF OPERATOR:
AXIA ENERGY LLC

9. API NUMBER:
43047519360000

3. ADDRESS OF OPERATOR:
1430 Larimer Ste 400 , Denver, CO, 80202

PHONE NUMBER:
720 746-5200 Ext

9. FIELD and POOL or WILDCAT:
WILDCAT

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
0660 FNL 0660 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: NWNW Section: 02 Township: 08.0S Range: 20.0E Meridian: S

COUNTY:
UINTAH

STATE:
UTAH

11.
CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
☐ NOTICE OF INTENT Approximate date work will start:	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
☐ SPUD REPORT Date of Spud:	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
✓ DRILLING REPORT Report Date: 12/13/2012	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Completion Operations Started December 3, 2012. Formation Completed: Green River/Upper Wasatch (4,920' - 6,823') CURRENT STATUS: Flowing Back Frac

Accepted by the Utah Division of Oil, Gas and Mining
FOR RECORD ONLY
December 13, 2012

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE		**DATE**
N/A		12/13/2012

RECEIVED: Dec. 13, 2012

RECEIVED
MAR 12 2013
DIV. OF OIL, GAS & MINING

CONFIDENTIAL

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

WELL COMPLETION OR RECOMPLETION REPORT AND LOG

AMENDED REPORT ☐ (highlight changes) FORM 8

5. LEASE DESIGNATION AND SERIAL NUMBER: ML-49318

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

1a. TYPE OF WELL: OIL WELL ☑ GAS WELL ☐ DRY ☐ OTHER

7. UNIT or CA AGREEMENT NAME:

b. TYPE OF WORK: NEW WELL ☑ HORIZ. LATS. ☐ DEEP-EN ☐ RE-ENTRY ☐ DIFF. RESVR. ☐ OTHER

8. WELL NAME and NUMBER: THREE RIVERS 2-11-820

2. NAME OF OPERATOR: AXIA ENERGY, LLC

9. API NUMBER: 4304751936

3. ADDRESS OF OPERATOR: 1430 Larimer St, Ste 400 CITY Denver STATE CO ZIP 80202

PHONE NUMBER: (720) 746-5209

10 FIELD AND POOL, OR WILDCAT: WILDCAT

4. LOCATION OF WELL (FOOTAGES)
AT SURFACE: 660' FNL & 660' FWL
AT TOP PRODUCING INTERVAL REPORTED BELOW: 748' FNL & 648' FWL
AT TOTAL DEPTH: 832' FNL & 667' FWL

11. QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NWNW 2 08S 20E S

12. COUNTY: UINTAH

13. STATE: UTAH

14. DATE SPUDDED: 1/5/2012

15. DATE T.D. REACHED: 9/11/2012

16. DATE COMPLETED: 12/10/2012 ABANDONED ☐ READY TO PRODUCE ☑

17. ELEVATIONS (DF, RKB, RT, GL): 4,789' GL / 4,806' KB

18. TOTAL DEPTH: MD 7,021 TVD 7,018

19. PLUG BACK T.D.: MD 6,943 TVD 6,941

20. IF MULTIPLE COMPLETIONS, HOW MANY? *

21. DEPTH BRIDGE PLUG SET: MD TVD

22. TYPE ELECTRIC AND OTHER MECHANICAL LOGS RUN (Submit copy of each)
CBL-GR, Mud Log, SD-DSN-ACTR

23.
WAS WELL CORED? NO ☑ YES ☐ (Submit analysis)
WAS DST RUN? NO ☑ YES ☐ (Submit report)
DIRECTIONAL SURVEY? NO ☐ YES ☑ (Submit copy)

24. CASING AND LINER RECORD (Report all strings set in well)

HOLE SIZE	SIZE/GRADE	WEIGHT (#/ft.)	TOP (MD)	BOTTOM (MD)	STAGE CEMENTER DEPTH	CEMENT TYPE & NO. OF SACKS	SLURRY VOLUME (BBL)	CEMENT TOP **	AMOUNT PULLED
24	16		0	150		G 60	12	0 CIR	
12-1/4	8-5/8 J-55	24	0	920		G 500	102	0 CIR	
7-3/4	5-1/2 J-55	17	0	6,990		Lite 390	161	3,000' CBL	

25. TUBING RECORD

SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)	SIZE	DEPTH SET (MD)	PACKER SET (MD)
2-7/8	5,212							

26. PRODUCING INTERVALS

FORMATION NAME	TOP (MD)	BOTTOM (MD)	TOP (TVD)	BOTTOM (TVD)
(A) Green River	2,928	6,801	2,928	6,801
(B) Wasatch	6,801	7,021	6,801	7,021
(C)				
(D)				

27. PERFORATION RECORD

INTERVAL (Top/Bot - MD)		SIZE	NO. HOLES	PERFORATION STATUS
4,920	6,791	.42	180	Open ☑ Squeezed ☐
6,822	6,823	.42	3	Open ☑ Squeezed ☐
				Open ☐ Squeezed ☐
				Open ☐ Squeezed ☐

28. ACID, FRACTURE, TREATMENT, CEMENT SQUEEZE, ETC.

DEPTH INTERVAL	AMOUNT AND TYPE OF MATERIAL
4,920' - 6,823'	Green River/Wasatch Hybrid Frac - 24,536 bbls slurry, 964,579 gal fluid &
	814,680# 20/40 White Sand

29. ENCLOSED ATTACHMENTS:

☑ ELECTRICAL/MECHANICAL LOGS ☐ GEOLOGIC REPORT ☐ DST REPORT ☑ DIRECTIONAL SURVEY
☐ SUNDRY NOTICE FOR PLUGGING AND CEMENT VERIFICATION ☐ CORE ANALYSIS ☐ OTHER:

30. WELL STATUS: Prod

(5/2000)

(CONTINUED ON BACK)

31. INITIAL PRODUCTION

INTERVAL A (As shown in item #26)

DATE FIRST PRODUCED:	TEST DATE:	HOURS TESTED:	TEST PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	PROD. METHOD:
12/10/2012	1/12/2013	24		167	0	225	Pumping

CHOKE SIZE:	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	INTERVAL STATUS:
48	35	35	31.00				167	0	225	Open

INTERVAL B (As shown in item #26)

DATE FIRST PRODUCED:	TEST DATE:	HOURS TESTED:	TEST PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	PROD. METHOD:

CHOKE SIZE:	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	INTERVAL STATUS:

INTERVAL C (As shown in item #26)

DATE FIRST PRODUCED:	TEST DATE:	HOURS TESTED:	TEST PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	PROD. METHOD:

CHOKE SIZE:	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	INTERVAL STATUS:

INTERVAL D (As shown in item #26)

DATE FIRST PRODUCED:	TEST DATE:	HOURS TESTED:	TEST PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	PROD. METHOD:

CHOKE SIZE:	TBG. PRESS.	CSG. PRESS.	API GRAVITY	BTU – GAS	GAS/OIL RATIO	24 HR PRODUCTION RATES: →	OIL – BBL:	GAS – MCF:	WATER – BBL:	INTERVAL STATUS:

32. DISPOSITION OF GAS (Sold, Used for Fuel, Vented, Etc.)

Flared

33. SUMMARY OF POROUS ZONES (Include Aquifers):

Show all important zones of porosity and contents thereof: Cored intervals and all drill-stem tests, including depth interval tested, cushion used, time tool open, flowing and shut-in pressures and recoveries.

34. FORMATION (Log) MARKERS:

Formation	Top (MD)	Bottom (MD)	Descriptions, Contents, etc.	Name	Top (Measured Depth)
				Green River	2,928
				Garden Gulch	4,877
				Uteland Butte	6,587
				Wasatch	6,801

35. ADDITIONAL REMARKS (Include plugging procedure)

36. I hereby certify that the foregoing and attached information is complete and correct as determined from all available records.

NAME (PLEASE PRINT) Cindy Turner TITLE Project Manager

SIGNATURE Cindy Turner DATE 3/5/2013

This report must be submitted within 30 days of

- completing or plugging a new well
- drilling horizontal laterals from an existing well bore
- recompleting to a different producing formation
- reentering a previously plugged and abandoned well
- significantly deepening an existing well bore below the previous bottom-hole depth
- drilling hydrocarbon exploratory holes, such as core samples and stratigraphic tests

* ITEM 20: Show the number of completions if production is measured separately from two or more formations.

** ITEM 24: Cement Top – Show how reported top(s) of cement were determined (circulated (CIR), calculated (CAL), cement bond log (CBL), temperature survey (TS)).

Send to: Utah Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
Box 145801
Salt Lake City, Utah 84114-5801

Phone: 801-538-5340

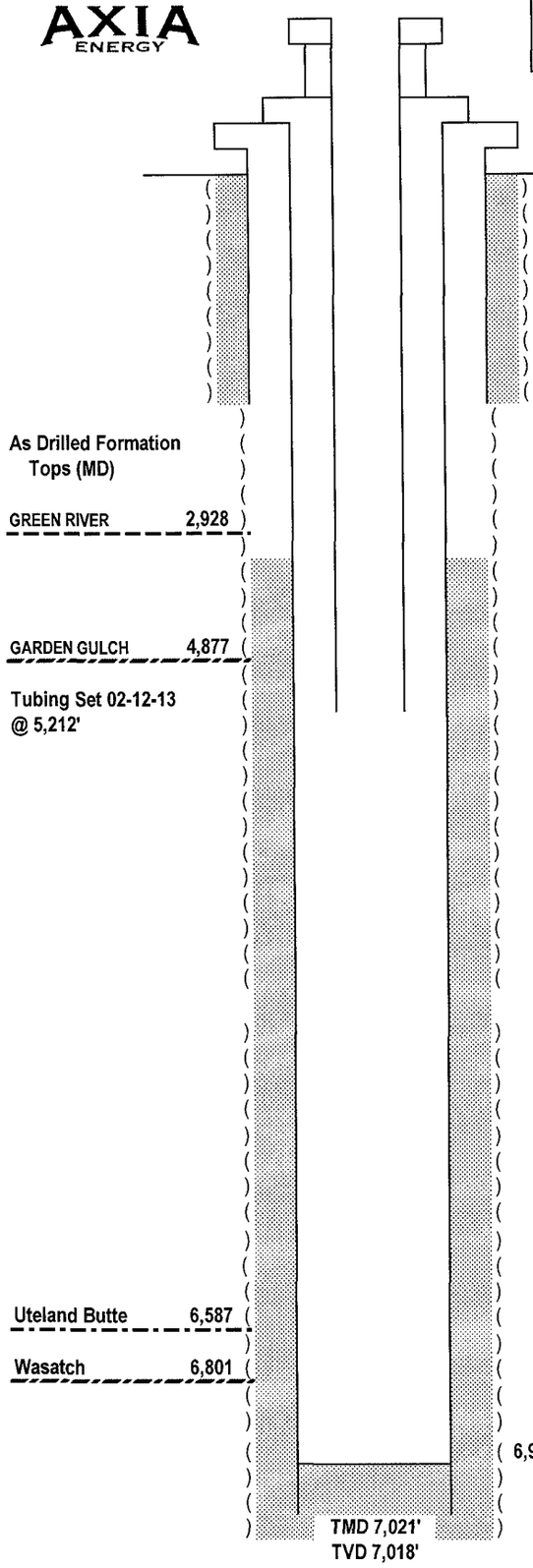
Fax: 801-359-3940

(5/2000)

WELLBORE DIAGRAM (after completion)

AXIA ENERGY

Company:	Axia Energy, LLC
Lease Name:	Three Rivers 02-11-820
Surface Location:	660' FNL & 660' FWL, NWNW Sec 02-T08S-R20E, S
Bottom Hole Location:	832' FNL & 667' FWL, NWNW Sec 02-T08S-R20E, S
County:	Uintah, UT
Date:	3/5/2013



KB 4,806

GL 4,789

DRILLED 20" HOLE TO 150' - SET 16" CONDUCTOR
Cemented with 60 sxs to surface 01-12-12

DRILLED 12-1/4" HOLE TO 950'
920' **SURF CSG - 8-5/8" 24# J-55 ST&C (22 jts) Set 08-10-12**
Cement: 500 sxs Class "G" to surface

As Drilled Formation Tops (MD)

GREEN RIVER 2,928

TOC = 3,000'

GARDEN GULCH 4,877

Tubing Set 02-12-13 @ 5,212'

FRAC - HYBRID (SLICKWATER/GEL)

4920	6791	Green River	3 spf	180 Holes
6822	6823	Wasatch	3 spf	3 Holes
				183 Holes

24,536 bbls slurry, 964,579 gal fluid, & 814,680# 20/40 White Sand

Uteland Butte 6,587

Wasatch 6,801

DRILLED 7-3/4" HOLE TO ' 7,120' TMD
6,990' **PROD CSG - 5 1/2" 17# J-55 LT&C (164 jts) 09-08-12**
Cemented with 390 sxs Premium Lite

TMD 7,021'
TVD 7,018'

HALLIBURTON

AXIA ENERGY LLC
1430 LARIMER ST STE 400
DENVER, Colorado

Three Rivers 2-11-820

Patterson 51

Post Job Summary
Cement Production Casing

Date Prepared: September 18, 2012
Version: 1

Service Supervisor: WILLIAMS, CAMERON

Submitted by: Charli A Brown

HALLIBURTON

HALLIBURTON

Wellbore Geometry

Job Tubulars					MD		Shoe Joint Length
Type	Description	Size in	ID in	Wt lbm/ft	Top ft	Bottom ft	ft
Casing	8 5/8" Surface Casing	8.63	8.097	24.00	0.00	852.00	40.00
Open Hole Section	7 7/8" Open Hole		7.875		852.00	7,120.00	0.00
Casing	5 1/2" Production Casing	5.50	4.892	17.00	0.00	6,990.00	40.00

Pumping Schedule

Fluid #	Fluid Type	Fluid Name	Density lbm/gal	Avg Rate bbl/min	Volume
1	Spacer	Fresh Water	8.33	4.00	10.0 BBL
2	Spacer	SUPER FLUSH 101	10.00	4.00	20.0 BBL
3	Spacer	Fresh Water	8.33	4.00	10.0 BBL
4	Cement Slurry	Halliburton Light Premium	12.00	6.00	390SKS
5	Spacer	Clay Web Displacement	8.40	8.00	158.0 BBL

Fluids Pumped

Stage/Plug # 1 **Fluid 1:** Fresh Water
FRESH WATER
Fluid Density: 8.33 lbm/gal
Pump Rate: 4.00 bbl/min

Stage/Plug # 1 **Fluid 2:** SUPER FLUSH 101
SUPER FLUSH 101 - SBM (12199)
Fluid Density: 10.00 lbm/gal
Pump Rate: 4.00 bbl/min

Stage/Plug # 1 **Fluid 3:** Fresh Water
FRESH WATER
Fluid Density: 8.33 lbm/gal
Pump Rate: 4.00 bbl/min

Stage/Plug # 1 **Fluid 4:** Halliburton Light Premium
HALLIBURTON LIGHT PREMIUM - SBM (12311)
0.9 % HR-5
0.125 lbm Poly-E-Flake
Fluid Weight: 12.00 lbm/gal
Slurry Yield: 2.32 ft3/sack
Total Mixing Fluid: 13.09 Gal
Calculated Fill: 4,100.00 ft
Calculated Top of Fluid: 2,500.00 ft
Pump Rate: 6.00 bbl/min

Stage/Plug # 1 **Fluid 5:** Clay Web Displacement
CLAY WEB WATER
Fluid Density: 8.40 lbm/gal
Pump Rate: 8.00 bbl/min

HALLIBURTON

Job Summary

Job Information

Job Start Date	9/13/2012 9:30:00 AM
Job MD	6,600.0 ft
Mud Type	Water Based Mud
Job Displaced by (rig/halco)	Cement Unit HP Pumps
Annular flow Before Job? (Water/Gas)	Unknown
Annular flow After Job? (Water/Gas)	Unknown

Cementing Equipment

Did Float Equipment Hold?	Yes
Plug set used?	Yes
Did Plugs Bump?	Yes
Did Stage Cementing Tool Open Properly?	Unknown

Service Supervisor Reports

Job Log

Date/Time	Activity Code	Pump Rate	Cum Vol	Pressure (psig)	Comments
09/12/2012 22:00	Call Out				
09/12/2012 23:25	Depart Yard Safety Meeting				
09/12/2012 23:30	Crew Leave Yard				
09/13/2012 00:30	Arrive At Loc				
09/13/2012 00:30	Other				Waited at nearby location
09/13/2012 04:45	Other				Waited on casing
09/13/2012 08:25	Pre-Rig Up Safety Meeting				Discussed rig up and JSA
09/13/2012 08:30	Rig-Up Equipment				
09/13/2012 09:25	Rig-Up Completed				
09/13/2012 09:30	Pre-Job Safety Meeting				
09/13/2012 09:37	Pressure Test			4500	
09/13/2012 09:45	Pump Water	4	10	320.0	Water 10 bbls
09/13/2012 09:47	Pump Spacer	4	20	340.0	Superflush 20 bbls
09/13/2012 09:52	Pump Water	4	10	260.0	Water 10 bbls
09/13/2012 09:55	Pump Cement	6	148	360.0	390 sks 12.0 lb/gal 2.32 ft3/sk 13.09 gal/sk

HALLIBURTON

Date/Time	Activity Code	Pump Rate	Cum Vol	Pressure (psig)	Comments
09/13/2012 10:21	Shutdown				
09/13/2012 10:26	Drop Top Plug				
09/13/2012 10:29	Clean Lines				
09/13/2012 10:33	Pump Displacement	8		40.0	
09/13/2012 10:41	Displ Reached Cmnt	8	65	280.0	
09/13/2012 10:56	Bump Plug	3	158	1140.0	Slowed to 3 bpm at 150 away
09/13/2012 10:56	Shutdown		158	1700.0	Cement at 1780 base on gauged hole
09/13/2012 11:01	Check Floats				1 bbls back
09/13/2012 11:10	Post-Job Safety Meeting (Pre Rig-Down)				
09/13/2012 11:15	Rig-Down Equipment				
09/13/2012 12:15	Rig-Down Completed				
09/13/2012 12:25	Depart Location Safety Meeting				
09/13/2012 12:30	Crew Leave Location				

HALLIBURTON

Cementing Job Summary

The Road to Excellence Starts with Safety

Sold To #: 360716	**Ship To #:** 2950102	**Quote #:**	**Sales Order #:** 9804997
Customer: AXIA ENERGY LLC		**Customer Rep:** Peonio, Jess	
Well Name: Three Rivers	**Well #:** 2-11-820		**API/UWI #:**
Field:	**City (SAP):** VERNAL	**County/Parish:** Duchesne	**State:** Utah
Contractor: Patterson	**Rig/Platform Name/Num:** Patterson 51		
Job Purpose: Cement Production Casing			
Well Type: Development Well	**Job Type:** Cement Production Casing		
Sales Person: SCOTT, KYLE	**Srvc Supervisor:** WILLIAMS, CAMERON	**MBU ID Emp #:** 438405	

Job Personnel

HES Emp Name	Exp Hrs	Emp #	HES Emp Name	Exp Hrs	Emp #	HES Emp Name	Exp Hrs	Emp #
BONE, JEFFERSON Eldon	0.0	491216	Gallinger, Joe	0.0	513871	HARVEY, CORY Lee	0.0	508253
Noon, Adam	0.0	469382	WILLIAMS, CAMERON Kent	0.0	438405			

Equipment

HES Unit #	*Distance-1 way*	HES Unit #	*Distance-1 way*	HES Unit #	*Distance-1 way*	HES Unit #	*Distance-1 way*
10948687	45 mile	11024385	45 mile	11062230	45 mile	11138984	45 mile
11288819	45 mile						

Job Hours

Date	*On Location Hours*	Operating Hours	Date	*On Location Hours*	Operating Hours	Date	*On Location Hours*	Operating Hours
TOTAL			*Total is the sum of each column separately*					

Job

Formation Name			
Formation Depth (MD)	**Top**	**Bottom**	
Form Type		**BHST**	
Job depth MD	6600. ft	**Job Depth TVD**	
Water Depth		**Wk Ht Above Floor**	
Perforation Depth (MD)	*From*	**To**	

Job Times

	Date	Time	Time Zone
Called Out	12 - Sep - 2012	22:00	MST
On Location	13 - Sep - 2012	04:45	MST
Job Started	13 - Sep - 2012	09:30	MST
Job Completed	13 - Sep - 2012	11:00	MST
Departed Loc	13 - Sep - 2012	12:30	MST

Well Data

Description	New / Used	Max pressure psig	Size in	ID in	Weight lbm/ft	Thread	Grade	Top MD ft	Bottom MD ft	Top TVD ft	Bottom TVD ft
7 7/8" Open Hole				7.875				852.	7120.		
5 1/2" Production Casing	Unknown		5.5	4.892	17.			.	6990.		
8 5/8" Surface Casing	Unknown		8.625	8.097	24.			.	852.		

Tools and Accessories

Type	Size	Qty	Make	Depth	Type	Size	Qty	Make	Depth	Type	Size	Qty	Make
Guide Shoe					Packer					Top Plug			
Float Shoe					Bridge Plug					Bottom Plug			
Float Collar					Retainer					SSR plug set			
Insert Float										Plug Container			
Stage Tool										Centralizers			

Miscellaneous Materials

Gelling Agt		Conc		Surfactant		Conc		Acid Type		Qty		*Conc*	%
Treatment Fld		Conc		*Inhibitor*		Conc		Sand Type		*Size*		*Qty*	

Fluid Data

Stage/Plug #: 1

HALLIBURTON *Cementing Job Summary*

Fluid #	Stage Type	Fluid Name	Qty	Qty uom	Mixing Density lbm/gal	Yield ft3/sk	Mix Fluid Gal/sk	Rate bbl/min	Total Mix Fluid Gal/sk
1	Fresh Water			bbl	8.33	.0	.0	.0	
2	SUPER FLUSH 101	SUPER FLUSH 101 - SBM (12199)		bbl	10.	.0	.0	.0	
3	Fresh Water			bbl	8.33	.0	.0	.0	
4	Halliburton Light Premium	HALLIBURTON LIGHT PREMIUM - SBM (12311)		sacks	12.	2.32	13.09		13.09
	4 %	BENTONITE, BULK (100003682)							
	0.4 %	ECONOLITE (100001580)							
	0.2 %	HALAD(R)-322, 50 LB (100003646)							
	3 lbm	SILICALITE - COMPACTED, 50 LB SK (100012223)							
	0.9 %	HR-5, 50 LB SK (100005050)							
	0.125 lbm	POLY-E-FLAKE (101216940)							
	0.2 %	SUPER CBL, 50 LB PAIL (100003668)							
	13.09 Gal	FRESH WATER							
5	Clay Web Displacement			bbl	8.4	.0	.0	.0	
	0.3 gal/Mgal	CLA-WEB - TOTE (101985045)							

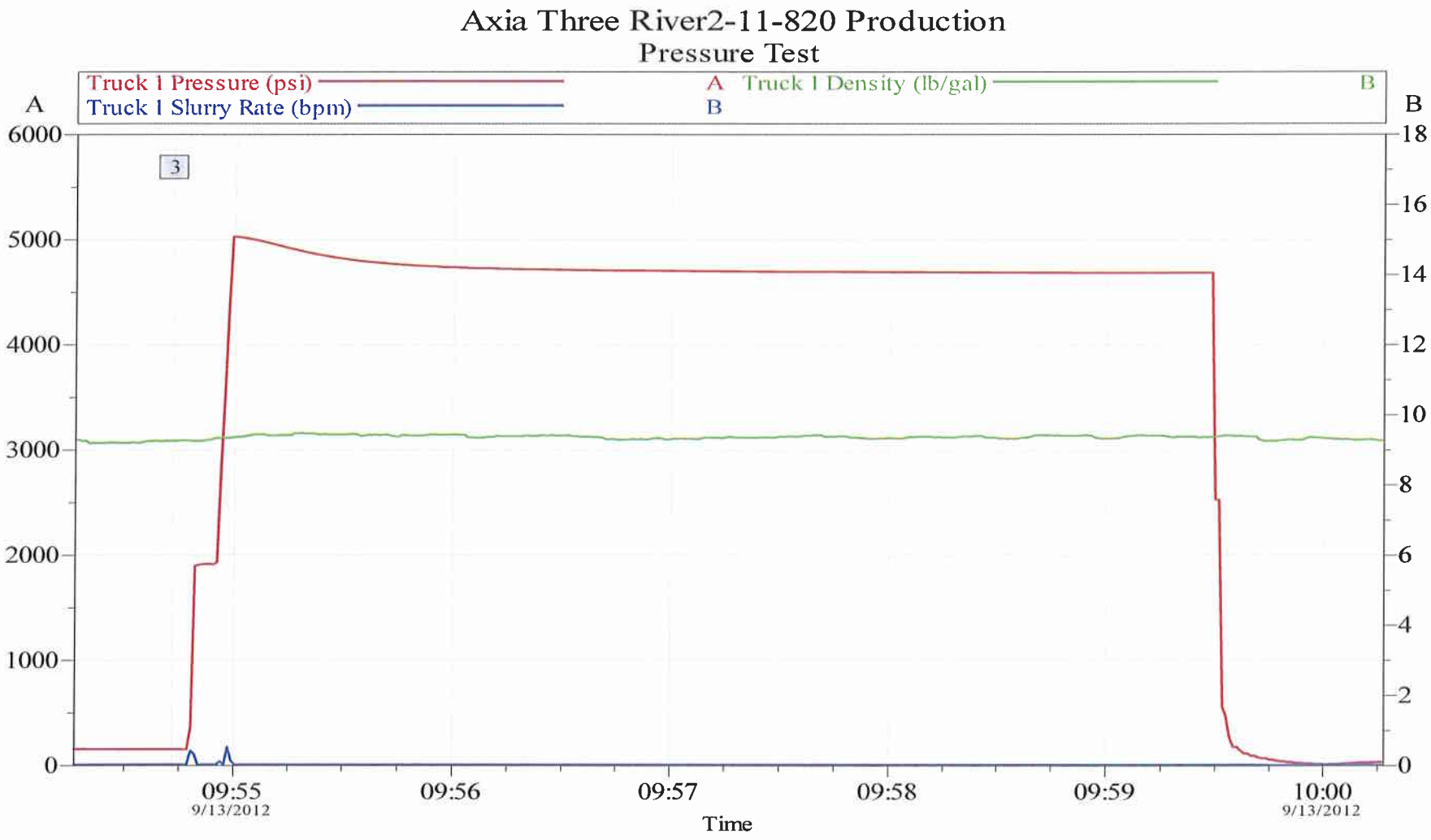
Calculated Values		Pressures		Volumes					
Displacement		Shut In: Instant		Lost Returns		*Cement Slurry*		Pad	
Top Of Cement		5 Min		Cement Returns		Actual Displacement		Treatment	
Frac Gradient		15 Min		Spacers		Load and Breakdown		Total Job	

Rates							
Circulating		*Mixing*		*Displacement*		Avg. Job	
Cement Left In Pipe	Amount *40 ft*	*Reason*	*Shoe Joint*				
Frac Ring # 1 @	*ID*	*Frac ring # 2 @*	*ID*	*Frac Ring # 3 @*	*ID*	*Frac Ring # 4 @*	*ID*

The Information Stated Herein Is Correct	***Customer Representative Signature***

HALLIBURTON

Data Acquisition

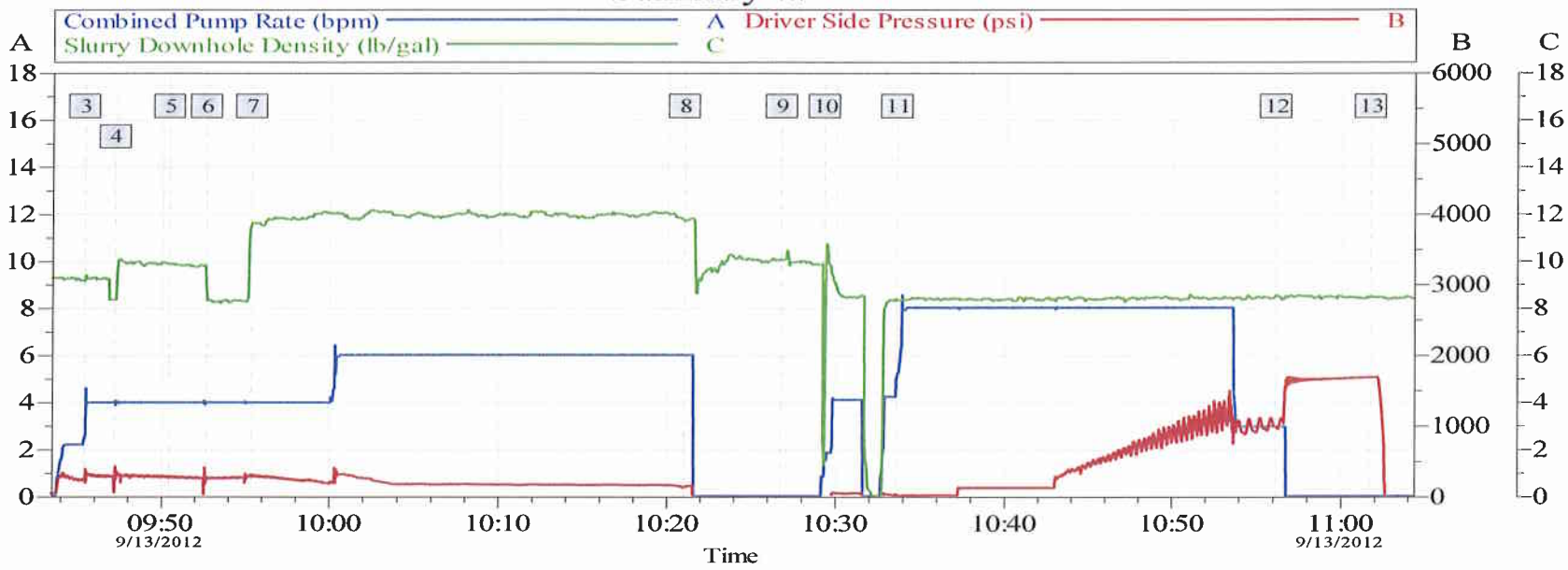


Customer:	Axia	Job Date:	13-Sep-2012	Sales Order #:	9804997
Job Description:	Production	UWI:		Elite #:	11076824
Service Supervisor:	C. Williams	Service Operator:	K. White	Service Leader:	NA

OptiCem v6.4.10
13-Sep-12 10:16

HALLIBURTON

Axia Three Rivers 2-11-820
Job Summary w/ Events



Global Event Log

3	Pump Water	09:45:26	4	Pump Spacer	09:47:16	5	Start Job	09:50:29
6	Pump Water	09:52:43	7	Pump Cement	09:55:24	8	Shutdown	10:21:04
9	Drop Top Plug	10:26:49	10	Clean Lines	10:29:21	11	Pump Displacement	10:33:39
12	Bump Plug	10:56:11	13	Check Floats	11:01:47			

Customer: Axia	Job Date: 13-Sep-2012	Sales Order #: 9804997
Well Description: Production	UWI:	Pump 11076824
S. Supervisor C. Williams	S. Operator J. Bone	

OptiCem v6.4.10
13-Sep-12 11:54

HALLIBURTON

Lab Data

Cementing Rockies, Vernal

LAB RESULTS - Primary

Job Information

Request/Slurry	270506/1	**Rig Name**	PATTERSON DRILLING/U #51	**Date**	10/SEP/2012
Submitted By	Charli Brown	**Job Type**	Production Casing	**Bulk Plant**	Vernal
Customer	Axia Energy, LLC.	**Location**	Uinta	**Well**	Three Rivers 2-11-820

Well Information

Casing/Liner Size	5 1/2"	**Depth MD**	7120 ft	**BHST**	160 F
Hole Size	7 7/8"	**Depth TVD**	7120 ft	**BHCT**	116 F

Cement Information - Primary Design

Conc	UOM	Cement/Additive	Sample Type	Sample Date	Lot No.
100.00	% BWOC	Cement Blend			
13.00	gal/sack	Fresh Water			
0.900	% BWOC	HR-5 (PB)			
0.125	lb/sk	Pol-E-Flake			

Cement Properties

Slurry Density	12.00	PPG
Slurry Yield	2.31	ft3/sk
Water Requirement	13	GPS
Total Mix Fluid	13	GPS

Operation Test Results Request ID 270506/1

Thickening Time, Request Test ID:2909675

Temp (°F)	Pressure (psi)	Reached in (min)	Start BC	30 Bc (hh:mm)	50 Bc (hh:mm)	70 Bc (hh:mm)	100 Bc (hh:mm)
116	4,284	37	13	01:59	02:32	02:41	03:11

Mixability (0 - 5) - 0 is not mixable, Request Test ID:2909653

Mixability rating (0 - 5)
5

API Rheology, Request Test ID:2909674

Temp (°F)	600	300	200	100	60	30	6	3	PV/YP
80	55	38	34	26	25	24	22	16	19 / 21.2

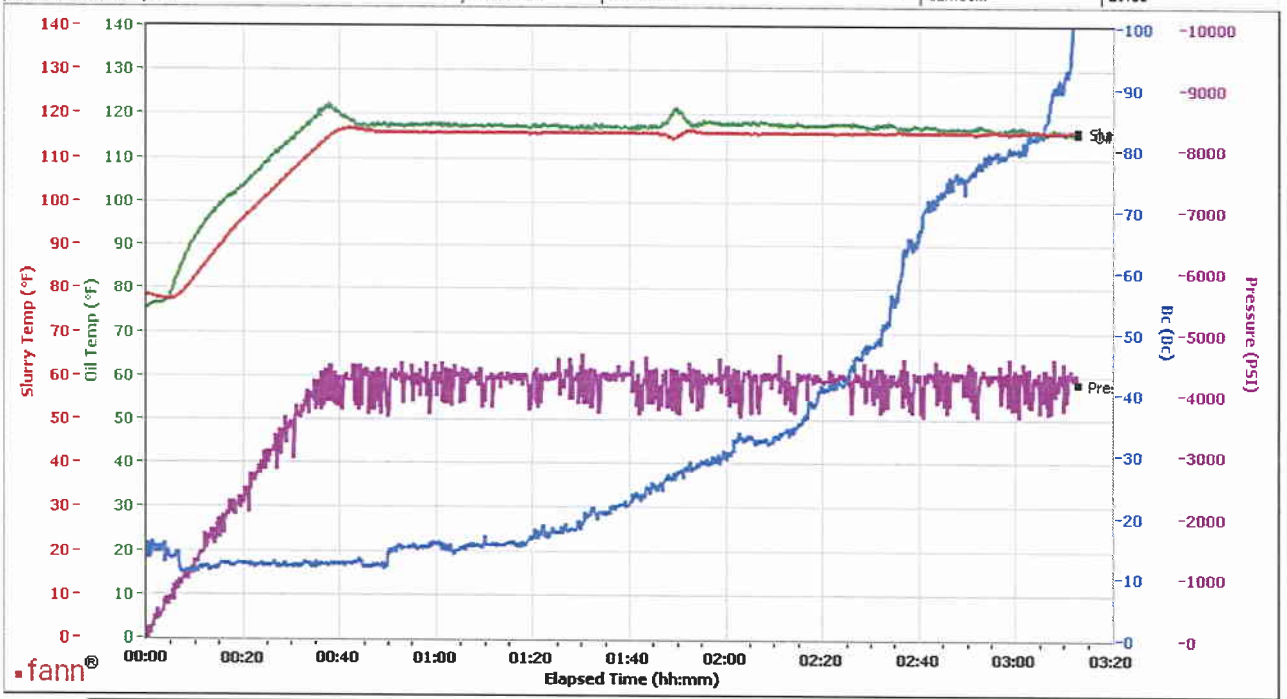
HALLIBURTON

VERNAL

Fields	Values
Project Name	AXIA 270506-1
Test ID	270506-1
Request ID	HPHT 6
Tested by	SW
Customer	AXIA
Well No	THREE RIVER 2-11-820
Rig	PATTERSON 51
Casing/Liner Size	5.5

Fields	Values
Job Type	PRO PRIM
Cement Type	G
Cement Weight	Light Weight
Test Date	09/10/12
Test Time	12:35 PM
Temp. Units	degF
Pressure Units	PSI
SW Version	2.0.2.206

Events	Results
30.00 Bc	01h:59m
50.00 Bc	02h:32m
70.00 Bc	02h:41m
100.00 Bc	03h:11m
00h:30m	11.75
01h:00m	15.61
01h:30m	18.63
02h:00m	29.08



Data File Y:\HPHT Data Files\Vernal Consistometer #6\AXIA 270506-1.tdms

Comments 12 D, 2.31 Y

Axia Energy, LLC

1430 Larimer St, #400
Denver, CO 80202
(720) 746-5200

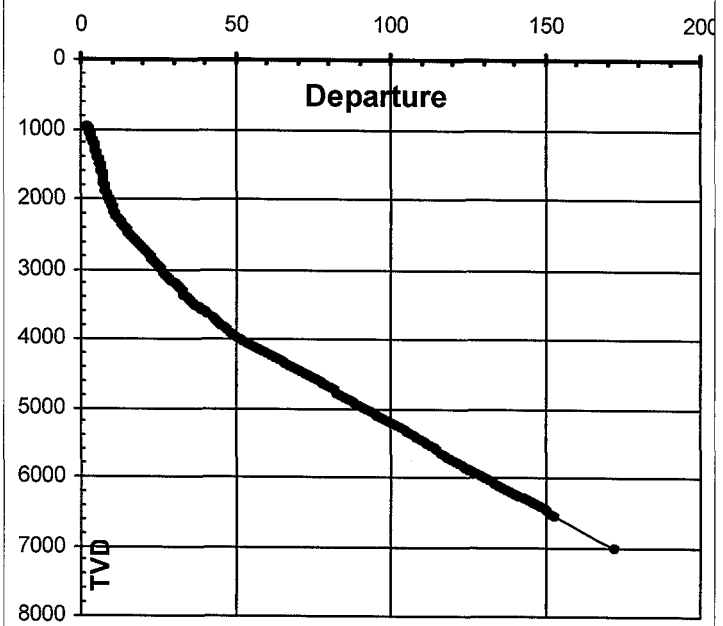
RECEIVED
MAR 12 2013
DIV. OF OIL, GAS & MINING

Drilling Survey Report

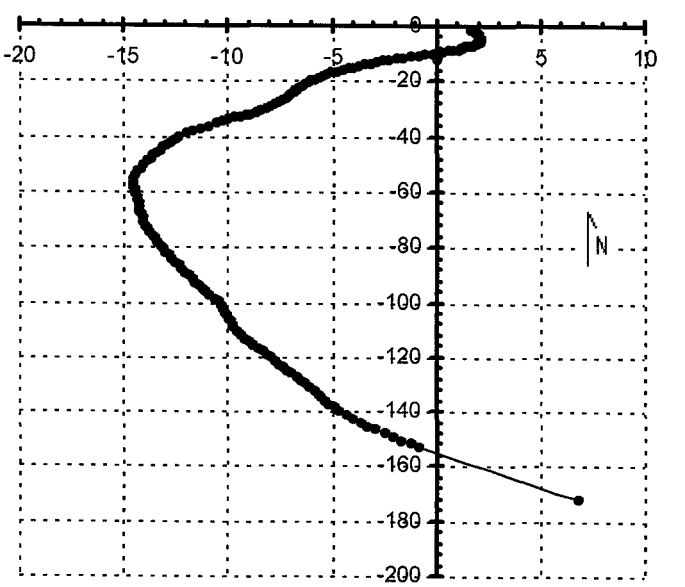
Well Name: Three Rivers 02-11-820

Field Name:	Unknown	S/T/R:	02/08S/20E	County,State:	Uinta, UT
Operator:	Axia Energy, LLC	Location Desc:		District:	Utah

Veritical View



Horizontal View



Sur No	Date	Tie In	Meas Dep	Inclination	Azimuth	Desired Az	TVD	Vert Sect	N/S(+/-)	E/W(+/-)	DLS
1	**9/7/2012**	☐	960	0.25	128.69	0.00	960.00	-1.31	-1.31	1.63	0.03
2	**9/7/2012**	☐	990	0.58	174.12	0.00	990.00	-1.50	-1.50	1.70	1.47
3	**9/7/2012**	☐	1020	0.45	152.67	0.00	1020.00	-1.75	-1.75	1.77	0.77
4	**9/7/2012**	☐	1050	0.45	172.76	0.00	1049.99	-1.97	-1.97	1.84	0.52
5	**9/7/2012**	☐	1080	0.53	165.19	0.00	1079.99	-2.22	-2.22	1.89	0.34
6	**9/7/2012**	☐	1110	0.68	163.48	0.00	1109.99	-2.52	-2.52	1.97	0.50
7	**9/7/2012**	☐	1140	0.66	179.60	0.00	1139.99	-2.87	-2.87	2.02	0.63
8	**9/7/2012**	☐	1170	0.42	187.47	0.00	1169.99	-3.15	-3.15	2.01	0.84
9	**9/7/2012**	☐	1200	0.63	177.18	0.00	1199.99	-3.42	-3.42	2.00	0.77
10	**9/7/2012**	☐	1230	0.51	176.74	0.00	1229.99	-3.72	-3.72	2.02	0.42
11	**9/7/2012**	☐	1260	0.43	171.12	0.00	1259.98	-3.97	-3.97	2.04	0.30
12	**9/7/2012**	☐	1290	0.39	179.44	0.00	1289.98	-4.18	-4.18	2.06	0.24
13	**9/7/2012**	☐	1320	0.52	167.37	0.00	1319.98	-4.41	-4.41	2.09	0.53
14	**9/7/2012**	☐	1350	0.58	171.54	0.00	1349.98	-4.69	-4.69	2.15	0.24
15	**9/7/2012**	☐	1380	0.62	180.28	0.00	1379.98	-5.00	-5.00	2.17	0.33
16	**9/7/2012**	☐	1410	0.40	204.05	0.00	1409.98	-5.26	-5.26	2.12	0.99
17	**9/7/2012**	☐	1440	0.48	183.34	0.00	1439.98	-5.48	-5.48	2.07	0.59
18	**9/7/2012**	☐	1470	0.31	151.06	0.00	1469.98	-5.68	-5.68	2.10	0.91
19	**9/7/2012**	☐	1500	0.39	193.88	0.00	1499.98	-5.85	-5.85	2.12	0.89
20	**9/7/2012**	☐	1530	0.35	210.98	0.00	1529.98	-6.02	-6.02	2.05	0.39
21	**9/7/2012**	☐	1560	0.36	199.93	0.00	1559.98	-6.19	-6.19	1.97	0.23
22	**9/7/2012**	☐	1590	0.55	183.75	0.00	1589.97	-6.42	-6.42	1.93	0.77
23	**9/7/2012**	☐	1620	0.35	201.98	0.00	1619.97	-6.65	-6.65	1.88	0.81
24	**9/7/2012**	☐	1650	0.32	205.29	0.00	1649.97	-6.81	-6.81	1.81	0.14

Axia Energy, LLC

1430 Larimer St, #400
Denver, CO 80202
(720) 746-5200

Drilling Survey Report

25	9/7/2012	☐	1680	0.31	187.97	0.00	1679.97	-6.97	-6.97	1.77	0.32
26	9/7/2012	☐	1710	0.17	229.58	0.00	1709.97	-7.08	-7.08	1.72	0.73
27	9/7/2012	☐	1740	0.19	207.99	0.00	1739.97	-7.15	-7.15	1.66	0.24
28	9/7/2012	☐	1770	0.20	221.85	0.00	1769.97	-7.24	-7.24	1.60	0.16
29	9/7/2012	☐	1800	0.24	210.80	0.00	1799.97	-7.33	-7.33	1.54	0.19
30	9/7/2012	☐	1830	0.18	227.37	0.00	1829.97	-7.42	-7.42	1.47	0.28
31	9/7/2012	☐	1860	0.45	198.19	0.00	1859.97	-7.56	-7.56	1.40	1.02
32	9/7/2012	☐	1890	0.36	201.73	0.00	1889.97	-7.76	-7.76	1.33	0.31
33	9/7/2012	☐	1920	0.88	184.46	0.00	1919.97	-8.08	-8.08	1.27	1.83
34	9/7/2012	☐	1950	0.48	211.29	0.00	1949.97	-8.42	-8.42	1.19	1.67
35	9/7/2012	☐	1980	0.43	226.78	0.00	1979.97	-8.60	-8.60	1.04	0.44
36	9/7/2012	☐	2010	0.75	219.93	0.00	2009.96	-8.83	-8.83	0.83	1.08
37	9/7/2012	☐	2040	0.75	219.61	0.00	2039.96	-9.13	-9.13	0.58	0.02
38	9/7/2012	☐	2070	0.75	208.55	0.00	2069.96	-9.46	-9.46	0.36	0.48
39	9/7/2012	☐	2100	0.88	220.60	0.00	2099.96	-9.80	-9.80	0.12	0.71
40	9/7/2012	☐	2130	0.89	222.32	0.00	2129.95	-10.15	-10.15	-0.19	0.11
41	9/7/2012	☐	2160	0.89	221.96	0.00	2159.95	-10.50	-10.50	-0.50	0.03
42	9/8/2012	☐	2190	0.99	227.10	0.00	2189.94	-10.84	-10.84	-0.84	0.44
43	9/8/2012	☐	2220	1.01	224.04	0.00	2219.94	-11.21	-11.21	-1.22	0.20
44	9/8/2012	☐	2250	1.01	224.39	0.00	2249.94	-11.59	-11.59	-1.59	0.03
45	9/8/2012	☐	2280	0.98	216.04	0.00	2279.93	-11.99	-11.99	-1.92	0.49
46	9/8/2012	☐	2310	1.01	220.04	0.00	2309.93	-12.40	-12.40	-2.24	0.26
47	9/8/2012	☐	2340	1.03	215.90	0.00	2339.92	-12.82	-12.82	-2.57	0.26
48	9/8/2012	☐	2370	1.01	213.53	0.00	2369.92	-13.26	-13.26	-2.88	0.16
49	9/8/2012	☐	2400	1.02	210.43	0.00	2399.91	-13.71	-13.71	-3.16	0.19
50	9/8/2012	☐	2430	1.07	215.88	0.00	2429.91	-14.16	-14.16	-3.46	0.37
51	9/8/2012	☐	2460	1.00	209.05	0.00	2459.90	-14.62	-14.62	-3.75	0.47
52	9/8/2012	☐	2490	1.02	204.84	0.00	2489.90	-15.09	-15.09	-3.99	0.25
53	9/8/2012	☐	2520	1.04	207.64	0.00	2519.89	-15.57	-15.57	-4.22	0.19
54	9/8/2012	☐	2550	1.11	208.09	0.00	2549.89	-16.07	-16.07	-4.49	0.23
55	9/8/2012	☐	2580	1.14	205.15	0.00	2579.88	-16.60	-16.60	-4.75	0.22
56	9/8/2012	☐	2610	1.19	204.15	0.00	2609.88	-17.15	-17.15	-5.01	0.17
57	9/8/2012	☐	2640	1.17	200.57	0.00	2639.87	-17.72	-17.72	-5.24	0.25
58	9/8/2012	☐	2670	1.20	198.82	0.00	2669.86	-18.31	-18.31	-5.45	0.15
59	9/8/2012	☐	2700	1.30	197.57	0.00	2699.86	-18.93	-18.93	-5.65	0.35
60	9/8/2012	☐	2730	1.13	194.51	0.00	2729.85	-19.54	-19.54	-5.83	0.60
61	9/8/2012	☐	2760	1.24	194.31	0.00	2759.84	-20.14	-20.14	-5.99	0.34
62	9/8/2012	☐	2790	1.20	192.74	0.00	2789.84	-20.76	-20.76	-6.13	0.17
63	9/8/2012	☐	2820	1.15	190.65	0.00	2819.83	-21.36	-21.36	-6.26	0.22
64	9/8/2012	☐	2850	1.29	193.16	0.00	2849.82	-21.99	-21.99	-6.39	0.49
65	9/8/2012	☐	2880	1.21	192.41	0.00	2879.82	-22.62	-22.62	-6.54	0.27
66	9/8/2012	☐	2910	1.24	191.33	0.00	2909.81	-23.25	-23.25	-6.67	0.12
67	9/8/2012	☐	2940	0.70	182.72	0.00	2939.80	-23.75	-23.75	-6.74	1.86
68	9/8/2012	☐	2970	1.26	192.09	0.00	2969.80	-24.25	-24.25	-6.82	1.96
69	9/8/2012	☐	3000	1.27	190.04	0.00	2999.79	-24.90	-24.90	-6.95	0.15
70	9/8/2012	☐	3030	1.34	191.27	0.00	3029.79	-25.57	-25.57	-7.07	0.25
71	9/8/2012	☐	3060	1.30	190.76	0.00	3059.78	-26.25	-26.25	-7.20	0.14
72	9/8/2012	☐	3090	1.26	195.06	0.00	3089.77	-26.90	-26.90	-7.35	0.34
73	9/8/2012	☐	3120	1.35	193.79	0.00	3119.76	-27.56	-27.56	-7.52	0.30
74	9/8/2012	☐	3150	1.41	194.61	0.00	3149.75	-28.26	-28.26	-7.70	0.23
75	9/8/2012	☐	3180	1.47	197.33	0.00	3179.74	-28.99	-28.99	-7.91	0.30
76	9/8/2012	☐	3210	1.56	198.39	0.00	3209.73	-29.74	-29.74	-8.15	0.29

Axia Energy, LLC

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(720) 746-5200

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77	9/8/2012	☐	3240	1.57	196.54	0.00	3239.72	-30.52	-30.52	-8.40	0.17
78	9/8/2012	☐	3270	1.53	195.98	0.00	3269.71	-31.30	-31.30	-8.62	0.13
79	9/8/2012	☐	3300	1.29	202.97	0.00	3299.70	-31.99	-31.99	-8.86	0.97
80	9/8/2012	☐	3330	1.38	1.38	0.00	3329.69	-31.94	-31.94	-8.99	8.75
81	9/8/2012	☐	3360	1.47	199.81	0.00	3359.68	-31.95	-31.95	-9.11	9.39
82	9/8/2012	☐	3390	1.27	206.28	0.00	3389.68	-32.61	-32.61	-9.39	0.86
83	9/8/2012	☐	3420	1.44	201.69	0.00	3419.67	-33.25	-33.25	-9.67	0.68
84	9/8/2012	☐	3450	1.43	201.80	0.00	3449.66	-33.95	-33.95	-9.95	0.03
85	9/8/2012	☐	3480	1.58	201.91	0.00	3479.65	-34.68	-34.68	-10.24	0.50
86	9/8/2012	☐	3510	1.53	201.66	0.00	3509.64	-35.44	-35.44	-10.55	0.16
87	9/8/2012	☐	3540	2.11	202.92	0.00	3539.62	-36.32	-36.32	-10.91	1.92
88	9/8/2012	☐	3570	1.74	199.01	0.00	3569.61	-37.26	-37.26	-11.27	1.31
89	9/8/2012	☐	3600	2.04	203.82	0.00	3599.59	-38.18	-38.18	-11.64	1.15
90	9/8/2012	☐	3630	1.48	194.26	0.00	3629.57	-39.04	-39.04	-11.95	2.10
91	9/9/2012	☐	3690	1.50	192.00	0.00	3689.55	-40.56	-40.56	-12.30	0.10
92	9/9/2012	☐	3720	1.47	192.62	0.00	3719.54	-41.32	-41.32	-12.47	0.11
93	9/9/2012	☐	3750	1.38	188.88	0.00	3749.53	-42.06	-42.06	-12.61	0.45
94	9/9/2012	☐	3780	1.39	191.15	0.00	3779.53	-42.77	-42.77	-12.73	0.19
95	9/9/2012	☐	3810	1.44	193.39	0.00	3809.52	-43.49	-43.49	-12.89	0.25
96	9/9/2012	☐	3840	1.61	191.75	0.00	3839.51	-44.27	-44.27	-13.07	0.57
97	9/9/2012	☐	3870	1.90	189.90	0.00	3869.49	-45.17	-45.17	-13.24	0.98
98	9/9/2012	☐	3900	1.94	188.44	0.00	3899.48	-46.16	-46.16	-13.40	0.22
99	9/9/2012	☐	3930	1.97	187.15	0.00	3929.46	-47.18	-47.18	-13.53	0.19
100	9/9/2012	☐	3960	2.17	187.88	0.00	3959.44	-48.25	-48.25	-13.68	0.67
101	9/9/2012	☐	3990	2.26	189.07	0.00	3989.42	-49.40	-49.40	-13.85	0.33
102	9/9/2012	☐	4020	2.20	188.87	0.00	4019.39	-50.55	-50.55	-14.03	0.21
103	9/9/2012	☐	4050	2.35	186.60	0.00	4049.37	-51.74	-51.74	-14.19	0.60
104	9/9/2012	☐	4080	2.44	185.05	0.00	4079.34	-52.98	-52.98	-14.32	0.36
105	9/9/2012	☐	4110	2.70	185.04	0.00	4109.31	-54.32	-54.32	-14.44	0.86
106	9/9/2012	☐	4140	2.49	181.36	0.00	4139.28	-55.68	-55.68	-14.51	0.88
107	9/9/2012	☐	4170	2.45	180.33	0.00	4169.25	-56.97	-56.97	-14.53	0.20
108	9/9/2012	☐	4200	2.41	178.62	0.00	4199.23	-58.25	-58.25	-14.52	0.28
109	9/9/2012	☐	4230	2.42	177.92	0.00	4229.20	-59.51	-59.51	-14.48	0.10
110	9/9/2012	☐	4260	2.38	176.96	0.00	4259.17	-60.76	-60.76	-14.43	0.18
111	9/9/2012	☐	4290	2.35	176.96	0.00	4289.15	-62.00	-62.00	-14.36	0.09
112	9/9/2012	☐	4320	2.43	178.34	0.00	4319.12	-63.25	-63.25	-14.31	0.32
113	9/9/2012	☐	4350	2.47	178.87	0.00	4349.10	-64.54	-64.54	-14.28	0.16
114	9/9/2012	☐	4380	2.47	178.99	0.00	4379.07	-65.83	-65.83	-14.25	0.02
115	9/9/2012	☐	4410	2.42	177.66	0.00	4409.04	-67.11	-67.11	-14.22	0.25
116	9/9/2012	☐	4440	2.43	177.63	0.00	4439.01	-68.38	-68.38	-14.16	0.01
117	9/9/2012	☐	4470	2.44	176.56	0.00	4468.99	-69.65	-69.65	-14.10	0.16
118	9/9/2012	☐	4500	2.44	177.21	0.00	4498.96	-70.93	-70.93	-14.03	0.09
119	9/9/2012	☐	4530	2.37	176.79	0.00	4528.93	-72.18	-72.18	-13.97	0.22
120	9/9/2012	☐	4560	2.37	174.90	0.00	4558.91	-73.42	-73.42	-13.88	0.26
121	9/9/2012	☐	4590	2.47	174.10	0.00	4588.88	-74.68	-74.68	-13.75	0.36
122	9/9/2012	☐	4620	2.45	174.18	0.00	4618.85	-75.96	-75.96	-13.62	0.08
123	9/9/2012	☐	4650	2.30	173.67	0.00	4648.83	-77.20	-77.20	-13.49	0.52
124	9/10/2012	☐	4680	2.24	172.80	0.00	4678.80	-78.37	-78.37	-13.35	0.23
125	9/10/2012	☐	4710	2.27	172.41	0.00	4708.78	-79.54	-79.54	-13.20	0.12
126	9/10/2012	☐	4740	2.26	174.76	0.00	4738.76	-80.72	-80.72	-13.07	0.31
127	9/10/2012	☐	4770	2.12	175.01	0.00	4768.73	-81.86	-81.86	-12.96	0.47
128	9/10/2012	☐	4800	2.32	173.18	0.00	4798.71	-83.02	-83.02	-12.84	0.71

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129	9/10/2012	☐	4830	2.29	172.65	0.00	4828.69	-84.22	-84.22	-12.70	0.13
130	9/10/2012	☐	4860	2.33	172.59	0.00	4858.66	-85.41	-85.41	-12.54	0.16
131	9/10/2012	☐	4890	2.33	171.74	0.00	4888.64	-86.62	-86.62	-12.37	0.12
132	9/10/2012	☐	4920	2.35	171.36	0.00	4918.61	-87.83	-87.83	-12.19	0.09
133	9/10/2012	☐	4950	2.37	172.50	0.00	4948.59	-89.06	-89.06	-12.02	0.17
134	9/10/2012	☐	4980	2.37	172.48	0.00	4978.56	-90.29	-90.29	-11.86	0.01
135	9/10/2012	☐	5010	2.37	172.30	0.00	5008.54	-91.52	-91.52	-11.69	0.03
136	9/10/2012	☐	5040	2.33	172.83	0.00	5038.51	-92.74	-92.74	-11.53	0.14
137	9/10/2012	☐	5070	2.26	172.21	0.00	5068.49	-93.93	-93.93	-11.38	0.27
138	9/10/2012	☐	5100	2.32	172.33	0.00	5098.46	-95.12	-95.12	-11.22	0.20
139	9/10/2012	☐	5130	2.25	171.59	0.00	5128.44	-96.30	-96.30	-11.05	0.26
140	9/10/2012	☐	5160	2.34	169.75	0.00	5158.42	-97.48	-97.48	-10.86	0.40
141	9/10/2012	☐	5190	2.39	170.29	0.00	5188.39	-98.70	-98.70	-10.64	0.20
142	9/10/2012	☐	5220	2.41	173.28	0.00	5218.36	-99.95	-99.95	-10.46	0.42
143	9/10/2012	☐	5250	2.50	173.74	0.00	5248.34	-101.23	-101.23	-10.32	0.31
144	9/10/2012	☐	5280	2.43	175.17	0.00	5278.31	-102.51	-102.51	-10.19	0.32
145	9/10/2012	☐	5310	2.18	177.59	0.00	5308.28	-103.72	-103.72	-10.11	0.91
146	9/10/2012	☐	5340	2.23	176.99	0.00	5338.26	-104.87	-104.87	-10.06	0.20
147	9/10/2012	☐	5370	1.97	172.20	0.00	5368.24	-105.96	-105.96	-9.96	1.05
148	9/10/2012	☐	5400	2.12	176.62	0.00	5398.22	-107.03	-107.03	-9.86	0.72
149	9/10/2012	☐	5430	2.08	176.52	0.00	5428.20	-108.12	-108.12	-9.79	0.13
150	9/10/2012	☐	5460	2.14	174.88	0.00	5458.18	-109.23	-109.23	-9.71	0.29
151	9/10/2012	☐	5490	2.03	173.69	0.00	5488.16	-110.31	-110.31	-9.60	0.40
152	9/10/2012	☐	5520	2.01	173.69	0.00	5518.14	-111.36	-111.36	-9.48	0.09
153	9/10/2012	☐	5550	2.13	170.82	0.00	5548.12	-112.43	-112.43	-9.34	0.53
154	9/10/2012	☐	5580	2.10	171.95	0.00	5578.10	-113.53	-113.53	-9.17	0.16
155	9/10/2012	☐	5610	2.22	171.83	0.00	5608.08	-114.65	-114.65	-9.01	0.38
156	9/10/2012	☐	5640	2.28	166.82	0.00	5638.06	-115.80	-115.80	-8.79	0.68
157	9/10/2012	☐	5670	2.22	167.38	0.00	5668.04	-116.95	-116.95	-8.53	0.21
158	9/10/2012	☐	5700	2.23	170.36	0.00	5698.01	-118.09	-118.09	-8.30	0.39
159	9/10/2012	☐	5730	2.26	172.04	0.00	5727.99	-119.25	-119.25	-8.13	0.24
160	9/10/2012	☐	5760	2.25	169.55	0.00	5757.97	-120.41	-120.41	-7.94	0.33
161	9/10/2012	☐	5790	2.28	169.35	0.00	5787.94	-121.58	-121.58	-7.72	0.13
162	9/10/2012	☐	5820	2.30	170.80	0.00	5817.92	-122.76	-122.76	-7.51	0.20
163	9/10/2012	☐	5850	2.28	170.65	0.00	5847.90	-123.94	-123.94	-7.32	0.08
164	9/10/2012	☐	5880	2.27	170.46	0.00	5877.87	-125.12	-125.12	-7.12	0.03
165	9/10/2012	☐	5910	2.32	170.62	0.00	5907.85	-126.30	-126.30	-6.93	0.15
166	9/10/2012	☐	5940	2.36	170.20	0.00	5937.82	-127.51	-127.51	-6.72	0.15
167	9/10/2012	☐	5970	2.36	171.52	0.00	5967.80	-128.73	-128.73	-6.53	0.18
168	9/11/2012	☐	6000	2.51	169.91	0.00	5997.77	-129.99	-129.99	-6.32	0.55
169	9/11/2012	☐	6030	2.42	168.83	0.00	6027.74	-131.26	-131.26	-6.08	0.34
170	9/11/2012	☐	6060	2.39	170.26	0.00	6057.72	-132.50	-132.50	-5.85	0.24
171	9/11/2012	☐	6090	2.35	172.54	0.00	6087.69	-133.72	-133.72	-5.67	0.34
172	9/11/2012	☐	6120	2.56	172.38	0.00	6117.66	-135.00	-135.00	-5.50	0.71
173	9/11/2012	☐	6150	2.57	171.84	0.00	6147.63	-136.33	-136.33	-5.31	0.08
174	9/11/2012	☐	6180	2.46	170.31	0.00	6177.60	-137.62	-137.62	-5.11	0.43
175	9/11/2012	☐	6210	2.22	168.40	0.00	6207.58	-138.83	-138.83	-4.89	0.83
176	9/11/2012	☐	6240	2.54	169.21	0.00	6237.55	-140.05	-140.05	-4.65	1.08
177	9/11/2012	☐	6270	3.23	165.72	0.00	6267.52	-141.52	-141.52	-4.31	2.38
178	9/11/2012	☐	6300	2.47	168.14	0.00	6297.48	-142.98	-142.98	-3.97	2.58
179	9/11/2012	☐	6330	2.52	162.74	0.00	6327.45	-144.24	-144.24	-3.64	0.80
180	9/11/2012	☐	6360	2.63	166.00	0.00	6357.42	-145.54	-145.54	-3.28	0.60

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181	**9/11/2012**	☐	6390	2.69	165.37	0.00	6387.39	-146.88	-146.88	-2.94	0.24
182	**9/11/2012**	☐	6420	2.49	157.44	0.00	6417.36	-148.17	-148.17	-2.51	1.37
183	**9/11/2012**	☐	6450	2.47	161.79	0.00	6447.33	-149.38	-149.38	-2.05	0.63
184	**9/11/2012**	☐	6480	2.48	161.47	0.00	6477.30	-150.61	-150.61	-1.65	0.05
185	**9/11/2012**	☐	6510	2.37	160.81	0.00	6507.27	-151.81	-151.81	-1.24	0.38
186	**9/11/2012**	☐	6540	2.45	158.23	0.00	6537.25	-152.99	-152.99	-0.80	0.45
187	**9/11/2012**	☐	7021	2.45	158.23	0.00	7017.81	-172.08	-172.08	6.82	0.00

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: ML-49318

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER: THREE RIVERS 2-11-820

2. NAME OF OPERATOR:
AXIA ENERGY LLC

9. API NUMBER: 43047519360000

3. ADDRESS OF OPERATOR:
1430 Larimer Ste 400 , Denver, CO, 80202

PHONE NUMBER: 720 746-5200 Ext

9. FIELD and POOL or WILDCAT: THREE RIVERS

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
0660 FNL 0660 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: NWNW Section: 02 Township: 08.0S Range: 20.0E Meridian: S

COUNTY: UINTAH

STATE: UTAH

11.
CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
☐ NOTICE OF INTENT Approximate date work will start:	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
☑ SUBSEQUENT REPORT Date of Work Completion: 7/4/2013	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
☐ SPUD REPORT Date of Spud:	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ DRILLING REPORT Report Date:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☑ OTHER	OTHER: Prod gas into pipeline

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

In an effort to minimize gas flaring and venting within the Ouray National Wildlife Refuge, Axia Energy, LLC requests permission to tie in associated gas produced from oil production into a completed pipeline and use the gas between wells with common mineral ownership, to run production equipment and well facilities. With approval, this will minimize the gas flaring/venting within the Refuge (although the wells are within allowable limits of flaring/venting per UDOGM regulations.) The SITLA mineral leases that are affected are ML-50510 and ML-49318. They share the same mineral owner (SITLA) and the gas will not be used off leases.

Approved by the Utah Division of Oil, Gas and Mining

Date: October 07, 2013

By: Dark K Quist

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE		**DATE**
N/A		7/3/2013

RECEIVED: Jul. 03, 2013

Sundry Number: 39712 API well number: 43047319360000

Dustin Doucet< dustindoucet@utah.gov>

RE: FW: Utah Sundries - Produce and Use Gas

1 message

Jess Peonio< jpeonio@axiaenergy.com> Wed, Aug 28, 2013 at 2:39 PM
To: Dustin Doucet <dustindoucet@utah.gov>
Cc: Taryn Frenzel <tfrenzel@axiaenergy.com>, Rick Satre <rsatre@axiaenergy.com>, Cindy Turner <cturner@axiaenergy.com>

Dustin:

To address Randy and your questions:

Currently, Axia Energy is not selling the gas, but rather flaring at well sites. To minimize the flaring, Axia proposes to utilize as much of the gas as possible with “use”.

To address the gas measurement question:

Axia does meter and record individual gas from the wells. Usage is estimated based on manufacturer specs for use. The remainder is flared at a smokeless flare/combustor site. All leases in question produce more than the usage number, therefore there is no royalties to be paid at the current time as the leases state that royalties are to be paid if gas is used off lease.

Once QEP has tied into Axia’s internal infrastructure, we will continue to measure individual well locations via meter, and also meter the inlet and outlet of our compression into QEP. Production will be allocated to the wells based on the well meters and royalties paid accordingly.

I hope this addresses your questions. Let me know if further clarification is necessary.

Thanks.

Jess A. Peonio

Sr. Drilling Engineer/Regulatory Manager

Axia Energy

1430 Larimer, Suite #400; Denver, CO 80202

O: 720-746-5212; C: 303-349-6026

F: 720-746-5201; jpeonio@axiaenergy.com

From: Gxvwlq#Grxfhw#^p dlor=gxvwlqgrxfhwC xwdk1jry'#
Sent: Wkxuvgd|/#Dxjxvw#55/#5346#k=73#DP
To: Mnvv#Shrqlr
Subject: Izg=#IZ =#Xwdk#Vxqgulhv#0 Surgxfh#dqg#Xvh#Jdv

Jess,

Not sure if I ever sent these questions our auditor had about your sundries you submitted on July 3rd or not. I went on vacation that day and I think I may have dropped the ball on getting these questions to you. Anyway we need to address these questions and then depending on the answers update the sundries. Probably the main issue is are these wells being metered separately before going into the common line and if not how is allocation done back to the each well. Also are there different royalty owners etc. in the two leases? See Randy's questions below and let me know. Thanks.

Dustin

---------- Forwarded message ----------
From: **Randy Thackeray** <randythackeray@utah.gov>
Date: Tue, Jul 2, 2013 at 6:58 AM
Subject: Re: FW: Utah Sundries - Produce and Use Gas
To: Dustin Doucet <dustindoucet@utah.gov>

If the gas is used across all well sites, how is the gas measured for production, used, transported,flared, etc? Is an estimated volume used for each well? Is there an allocation method used in reporting? Do they have a schematic of the system, tie-in points, sales points, flare points, etc.? A main concern is how they know how much each well site is using and if we should require a method similar to Newfield's for correct volume of gas transported off site.

On Mon, Jul 1, 2013 at 2:46 PM, Dustin Doucet <dustindoucet@utah.gov> wrote:

Any issue with this? We discussed this last week I think. Take a look and let me know what you think.

---------- Forwarded message ----------
From: **Jess Peonio** <jpeonio@axiaenergy.com>
Date: Mon, Jul 1, 2013 at 12:45 PM
Subject: FW: Utah Sundries - Produce and Use Gas
To: "Dustin Doucet (dustindoucet@utah.gov)" <dustindoucet@utah.gov>
Cc: Cindy Turner <cturner@axiaenergy.com>

Sundry Number: 39712 API well number: 43047319360000

Dustin:

Please take a look at the attached. Is this what you were looking for concerning tying in wells with the same mineral owner and utilizing that gas on lease?

The second page will have which wells are affected and list them and their API #'s.

Just want to make sure this is what you were requesting prior to submitting electronically.

Thanks,

Jess

Jess A. Peonio

Sr. Drilling Engineer/Regulatory Manager

Axia Energy

1430 Larimer, Suite #400; Denver, CO 80202

O: 720-746-5212; C: 303-349-6026

F: 720-746-5201; jpeonio@axiaenergy.com

From: Flqg|#Wxuqhu#
Sent: Z hgqhvgd|/#Mxqh#59/#5346#;=89#DP
To: Mnvv#Shrqlr
Cc: Eu|fh#Krrghu
Subject: Xwdk#Vxqgulhv#0 Surgxfh#dqg#Xvh#Jdv
Importance: Klj k

Jess, If this looks ok, we will send to the State Today.

Anyway, let me know. Do I need to send a copy of the sundries to Lavonne Garrison @ SITLA.

Thanks,

Cindy Turner

AXIA ENERGY, LLC

1430 Larimer Street

Suite 400

Denver, CO 80202

Phone: 720-746-5209

Cell: 303-328-8613

cturner@axiaenergy.com

From: Mvv#Shrqlr#
Sent: Wxhvgd|#Mxqh#58/#5346#7=49#SP
To: Eu|fh#Krqghu=#Flgg|#Wxuqhu
Subject: Xwdk#Vxqgu|

Need to submit a sundry to the State of Utah with the following fields:

1. Oil Well
   4. NA
   5. ML-50510 & ML-49318
   8. See below
   9. See below
   11. Other – see below

12. Axia Energy, LLC, in an effort to minimize gas flaring and venting within the Ouray National Wildlife Refuge, requests permission to tie in associated gas produced from oil production on the below wells into a completed pipeline and utilize the gas between wells to run production equipment and well facilities. With approval, this will minimize gas flaring/venting within the Refuge (although the wells are within allowable limits of flaring/venting per UDOGM regulations). The SITLA mineral leases that are affected are ML-50510 & ML-49318, share the same mineral owner (SITLA) and the gas will not be utilized off lease.

Three Rivers #36-31-720 (API #.....)

Three Rivers #36-11-720 (API #....)

Three Rivers #36-23-720 (API #.....)

Three Rivers #2-51-820 (API #.....)

Three Rivers #2-33-820 (API #.....)

Three Rivers #2-11-820 (API #.....)

Three Rivers #2-13-820 (API #.....)

Three Rivers #2-23-820 (API #.....)

Three Rivers #2-15-820 (API #.....)

Bryce – add the API #'s above for each well.

Please send to me for review prior to sending to the State.

Thanks.

Jess A. Peonio

Sr. Drilling Engineer/Regulatory Manager

Axia Energy

1430 Larimer, Suite #400; Denver, CO 80202

O: 720-746-5212; C: 303-349-6026

F: 720-746-5201; jpeonio@axiaenergy.com

--

Dustin K. Doucet

Petroleum Engineer

Division of Oil, Gas and Mining

1594 West North Temple, Ste 1210

Salt Lake City, Utah 84116

801.538.5281 (ofc)

801.359.3940 (fax)

web: www.ogm.utah.gov

--

Dustin K. Doucet

Petroleum Engineer

Division of Oil, Gas and Mining

1594 West North Temple, Ste 1210

Salt Lake City, Utah 84116

801.538.5281 (ofc)

801.359.3940 (fax)

web: www.ogm.utah.gov

Attachment to Sundry for Ouray Refuge
LEASES ML-50510 & ML-49318

WELL NAME	API NUMBER
Three Rivers 36-31-720	430475269700
Three Rivers 36-11-720	430475191500
Three Rivers 36-23-720	430475273300
Three Rivers 02-51-820	430475268500
Three Rivers 02-33-820	430475327300
Three Rivers 02-11-820	430475193600
Three Rivers 02-13-820	430475268700
Three Rivers 02-23-820	430475268800
Three Rivers 02-15-820	430475268900

RECEIVED: Jul. 03, 2013

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: ML-49318

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
THREE RIVERS 2-11-820

2. NAME OF OPERATOR:
AXIA ENERGY LLC

9. API NUMBER:
43047519360000

3. ADDRESS OF OPERATOR:
1430 Larimer Ste 400 , Denver, CO, 80202

PHONE NUMBER:
720 746-5200 Ext

9. FIELD and POOL or WILDCAT:
THREE RIVERS

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
0660 FNL 0660 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: NWNW Section: 02 Township: 08.0S Range: 20.0E Meridian: S

COUNTY:
UINTAH

STATE:
UTAH

11.
CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 10/1/2013	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
☐ SPUD REPORT Date of Spud:	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	✓ OTHER	OTHER: Central Tank Facility

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

NEW CENTRAL TANK FACILITY: Three Rivers CTB ST ML-49318 See Attached for Proposal and Allocation Diagram

Approved by the Utah Division of Oil, Gas and Mining

Date: October 08, 2013

By: Dark K Quist

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Cindy Turner	720 746-5209	Project Manager
SIGNATURE		**DATE**
N/A		9/11/2013

RECEIVED: Sep. 11, 2013

AXIA THREE RIVERS CENTRAL TANK FACILITY

Axia Energy, LLC submits the following documentation as follow-up to verbal and email approval to commingle certain wells with common interests per attached diagram.

Allocation Proposal:
Each well that comes on will be set-up and plumbed individually with (2) 500 bbl oil tanks and (1) 500 bbl water tank for each producing well.

When production on a well basis exceeds current individual well storage, production would be gauged and an internal run ticket would be generated. The oil would then be shipped to the centralized tank facilities per attached allocation diagram.

Oil Sales from Centralized Storage Facility would be allocated back to the applicable well on a first in-first out basis and quantity would be based on the run ticket generated when the oil is sold to oil purchaser.

Proposed centralized storage facilities are set up by State or Federal lease number, or in the case of Fee wells, by common interest.

Reporting Requirements:

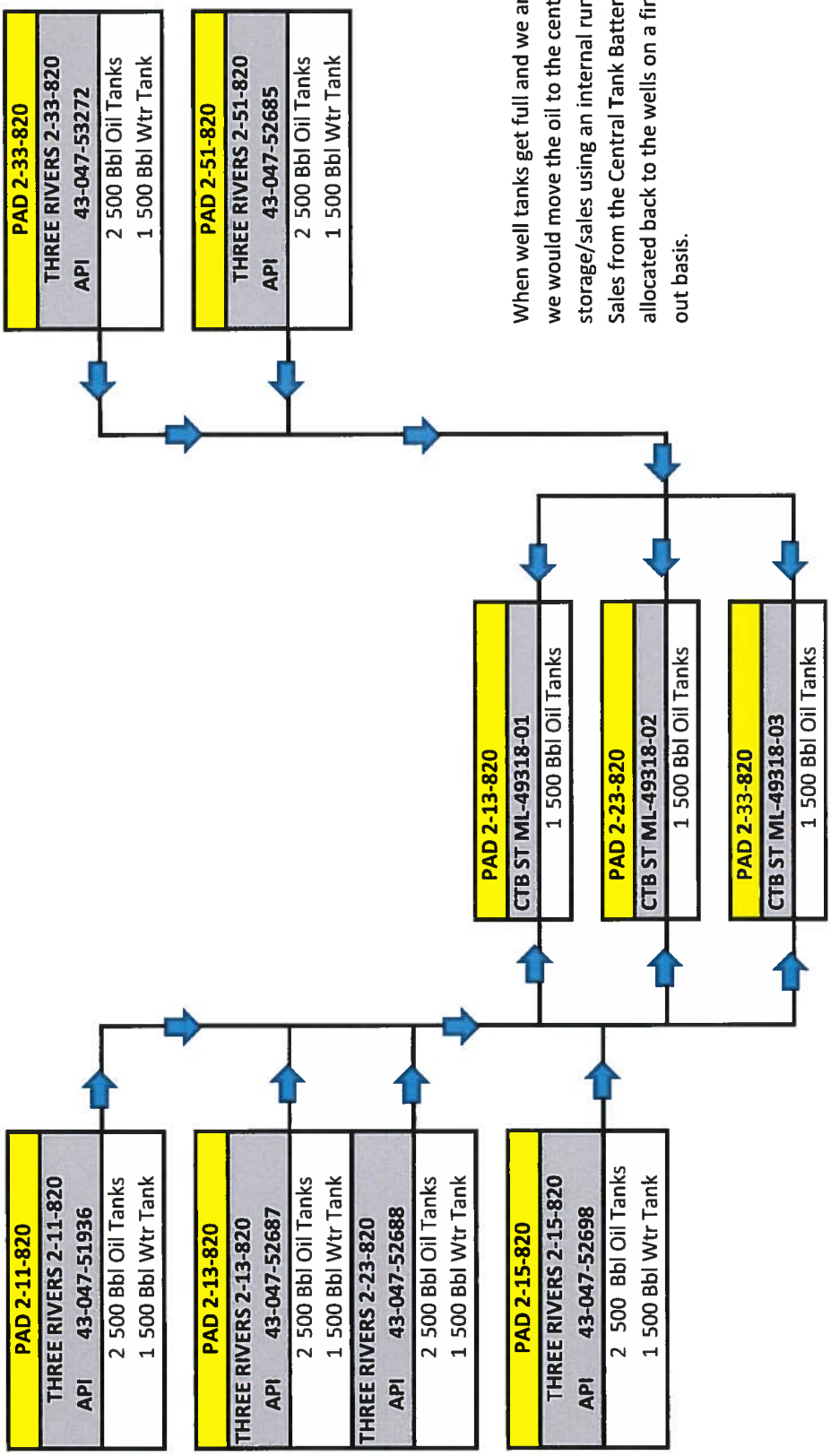
- When oil is transferred to the central tank battery from a well location, the volume will appear on Form 11 (Monthly Disposition Report) as transported volume for the applicable entity location.
- A Form 12 (Transfer of Oil) for the volume going to the CTB will be prepared with any applicable internal run tickets attached.

EFFECTIVE DATE: October 1, 2013

NAME: THREE RIVERS CTB ST ML-49318

DESC: THREE RIVERS WELLS IN SECTION 2 OF TWNSHP 8S-RNG 20E THAT CAN FLOW TO CENTRAL TANK BATTERY BASED ON COMMON INTEREST/LEASE NO

LEASE: STATE LEASE ML-49318



STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: ML-49318

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
THREE RIVERS 2-11-820

2. NAME OF OPERATOR:
ULTRA RESOURCES INC

9. API NUMBER:
43047519360000

3. ADDRESS OF OPERATOR:
304 Inverness Way South #245 , Englewood, CO, 80112

PHONE NUMBER:
303 645-9810 Ext

9. FIELD and POOL or WILDCAT:
THREE RIVERS

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
0660 FNL 0660 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: NWNW Section: 02 Township: 08.0S Range: 20.0E Meridian: S

COUNTY:
UINTAH

STATE:
UTAH

11.
CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
✓ NOTICE OF INTENT Approximate date work will start: 3/10/2014	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
	☐ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
☐ SUBSEQUENT REPORT Date of Work Completion:	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
☐ SPUD REPORT Date of Spud:	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
☐ DRILLING REPORT Report Date:	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	✓ OTHER	OTHER: Temp Frac Pipeline

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Ultra Resources, Inc. respectfully requests approval to install and utilize a temporary surface frac pipeline between the existing Three Rivers 34-25-720 and the existing Three Rivers 2-11-820 as reflected on the attached page to transfer frac fluids to and from the pad during completion operations. Additional details are also included on the attached page.

Approved by the Utah Division of Oil, Gas and Mining

Date: March 11, 2014

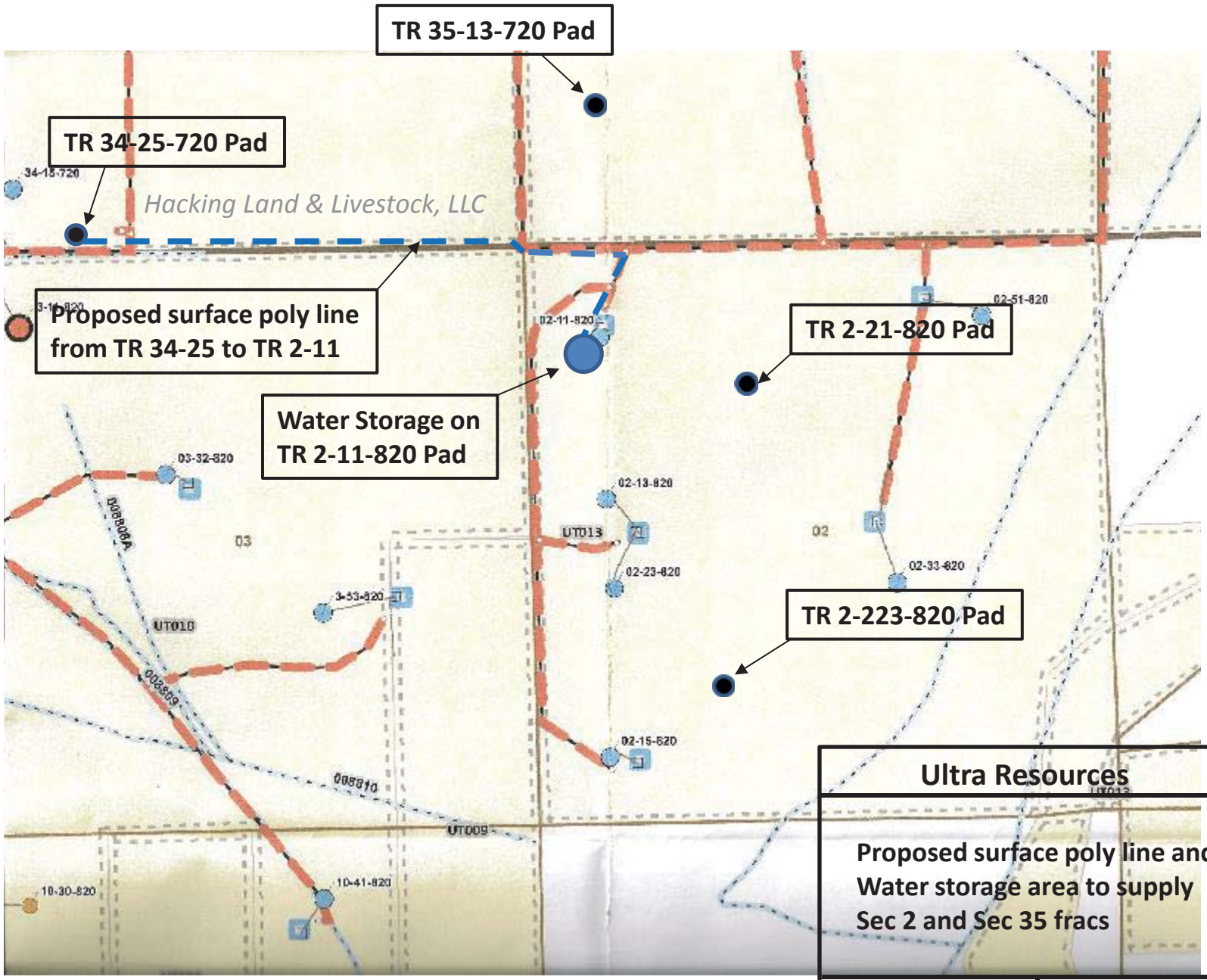
By:

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Don Hamilton	435 719-2018	Permitting Agent

SIGNATURE	DATE
N/A	3/6/2014

The temporary water transfer pipeline will be surface installed along the existing access and/or pipeline corridor to transfer frac water and flow back water to and from the well pads and nearby existing infrastructure during well completion. Utilization of the temporary water transfer pipeline will facilitate the recycling and storage of water during completions operations while greatly reducing truck traffic related impacts on the associated access roads (accidents, dust, noise, etc.). The temporary water transfer pipeline will be portable, re-useable and be constructed of aluminum or poly pipe. The temporary pipelines will not require additional surface disturbance for installation or use and will temporarily cross existing roads and ditches utilizing new or existing culverts or temporary portable bridge structures placed at the crossing.

RECEIVED: Mar. 06, 2014



RECEIVED: Mar. 06, 2014

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS, AND MINING

FORM 9

5.LEASE DESIGNATION AND SERIAL NUMBER: ML-49318

SUNDRY NOTICES AND REPORTS ON WELLS

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6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7.UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL
Oil Well

8. WELL NAME and NUMBER:
THREE RIVERS 2-11-820

2. NAME OF OPERATOR:
ULTRA RESOURCES INC

9. API NUMBER:
43047519360000

3. ADDRESS OF OPERATOR:
304 Inverness Way South #245 , Englewood, CO, 80112

PHONE NUMBER:
303 645-9810 Ext

9. FIELD and POOL or WILDCAT:
THREE RIVERS

4. LOCATION OF WELL
FOOTAGES AT SURFACE:
0660 FNL 0660 FWL
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:
Qtr/Qtr: NWNW Section: 02 Township: 08.0S Range: 20.0E Meridian: S

COUNTY:
UINTAH

STATE:
UTAH

11.
CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
☐ NOTICE OF INTENT Approximate date work will start:	☐ ACIDIZE	☐ ALTER CASING	☐ CASING REPAIR
☑ SUBSEQUENT REPORT Date of Work Completion: 1/5/2012	☑ CHANGE TO PREVIOUS PLANS	☐ CHANGE TUBING	☐ CHANGE WELL NAME
☐ SPUD REPORT Date of Spud:	☐ CHANGE WELL STATUS	☐ COMMINGLE PRODUCING FORMATIONS	☐ CONVERT WELL TYPE
☐ DRILLING REPORT Report Date:	☐ DEEPEN	☐ FRACTURE TREAT	☐ NEW CONSTRUCTION
	☐ OPERATOR CHANGE	☐ PLUG AND ABANDON	☐ PLUG BACK
	☐ PRODUCTION START OR RESUME	☐ RECLAMATION OF WELL SITE	☐ RECOMPLETE DIFFERENT FORMATION
	☐ REPERFORATE CURRENT FORMATION	☐ SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	☐ TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL
	☐ WATER SHUTOFF	☐ SI TA STATUS EXTENSION	☐ APD EXTENSION
	☐ WILDCAT WELL DETERMINATION	☐ OTHER	OTHER:

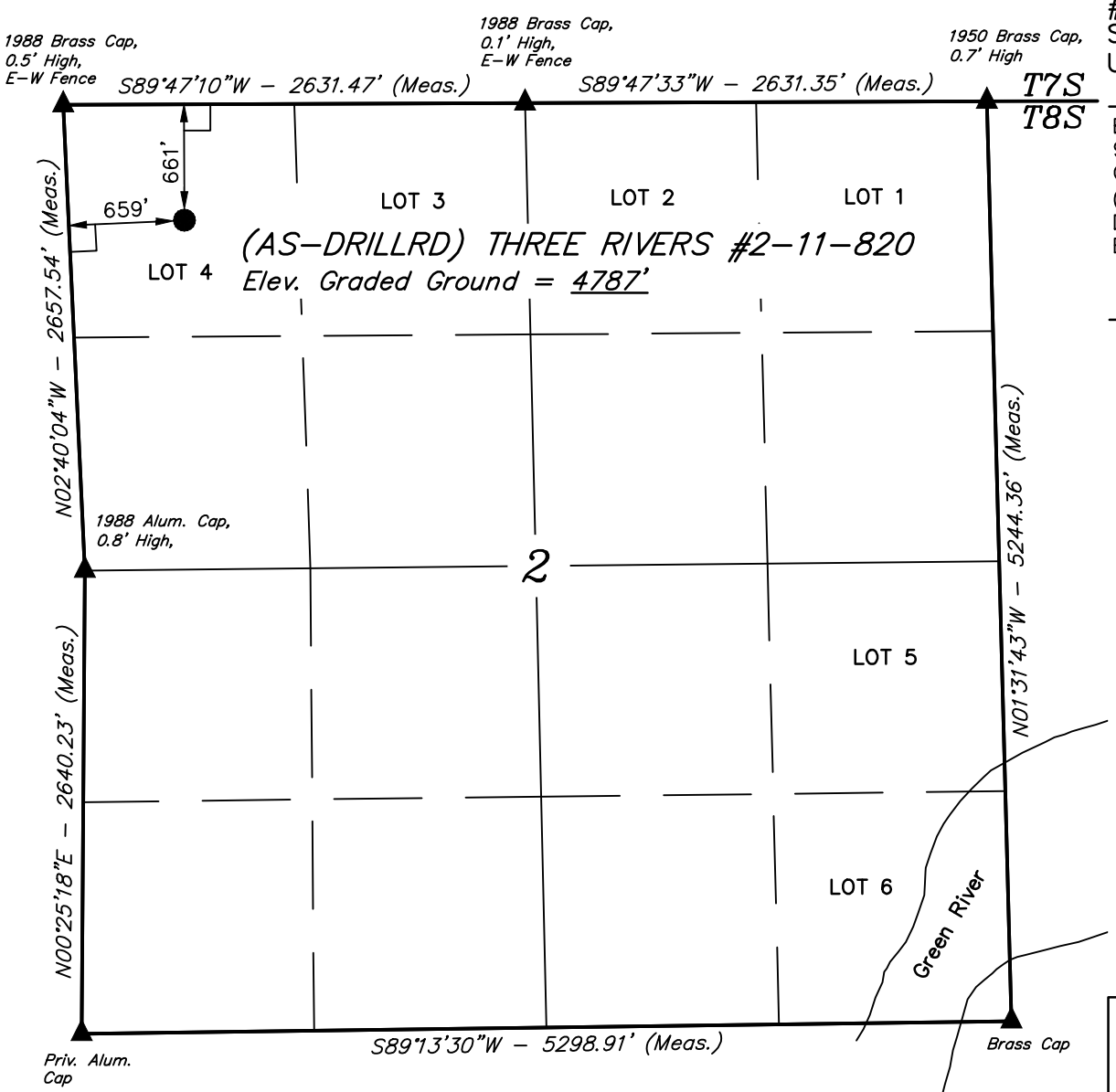
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Ultra requests to update the SHL per As-Drilled plat attached.

Accepted by the
Utah Division of
Oil, Gas and Mining
FOR RECORD ONLY
March 19, 2014

NAME (PLEASE PRINT)	PHONE NUMBER	TITLE
Jenna Anderson	303 645-9804	Permitting Assistant
SIGNATURE		**DATE**
N/A		3/17/2014

T8S, R20E, S.L.B.&M.



LEGEND:

- ⌞ = 90° SYMBOL
- ● = AS-DRILLED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.

NAD 83 (AS-DRILLED SURFACE LOCATION)	
LATITUDE	40°09'26.42" (40.157339)
LONGITUDE	109°38'34.37" (109.642881)
NAD 27 (AS-DRILLED SURFACE LOCATION)	
LATITUDE	40°09'26.55" (40.157375)
LONGITUDE	109°38'31.87" (109.642186)

ULTRA RESOURCES, INC.

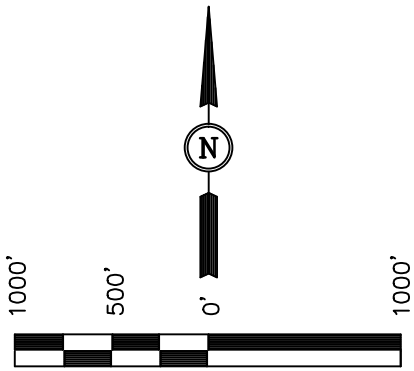
Well location, (AS-DRILLED) THREE RIVERS #2-11-820, located as shown in LOT 4 of Section 2, T8S, R20E, S.L.B.&M., UINTAH County, Utah.

BASIS OF ELEVATION

BENCH MARK (38EAM) LOCATED IN THE SW 1/4 OF SECTION 9, T7S, R20E, S.L.B.&M. TAKEN FROM THE PELICAN LAKE, QUADRANGLE, UTAH, UINTAH COUNTY, 7.5 MINUTE QUAD (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 4942 FEET.

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

REGISTERED LAND SURVEYOR
REGISTRATION NO. 161319
STATE OF UTAH

REGISTERED LAND SURVEYOR No. 161319 ROBERT KAY STATE OF UTAH 02-03-14

UINTAH ENGINEERING & LAND SURVEYING
85 SOUTH 200 EAST - VERNAL, UTAH 84078
(435) 789-1017

SCALE	DATE SURVEYED:	DATE DRAWN:
1" = 1000'	01-29-14	02-01-14
PARTY	**REFERENCES**	
C.A. J.F. E.C.	G.L.O. PLAT	
WEATHER	**FILE**	
COLD	ULTRA RESOURCES, INC.	

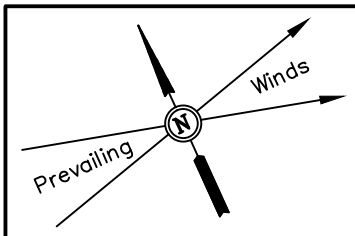
RECEIVED: Mar. 17, 2014

ULTRA RESOURCES, INC.

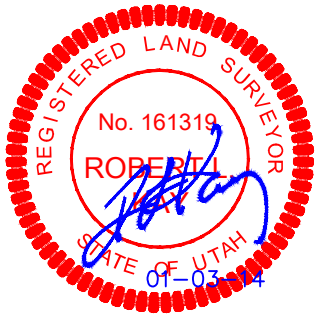
AS-BUILT SITE PLAN FOR

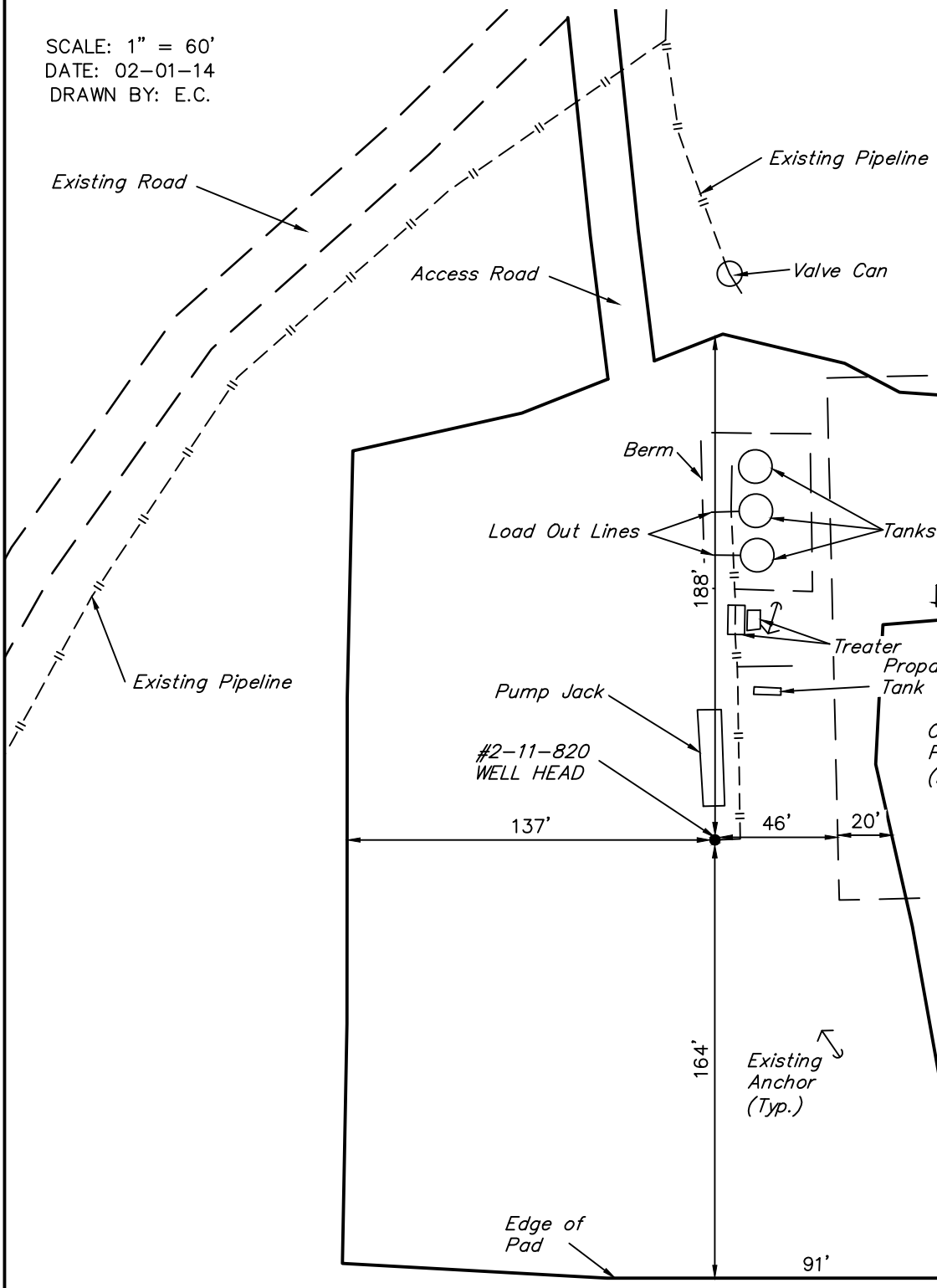
THTRR RIVERS #2-11-820
SECTION 2, T8S, R20E, S.L.B.&M.
661' FNL 659' FWL

FIGURE #1



SCALE: 1" = 60'
DATE: 02-01-14
DRAWN BY: E.C.





UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

RECEIVED: Mar. 17, 2014